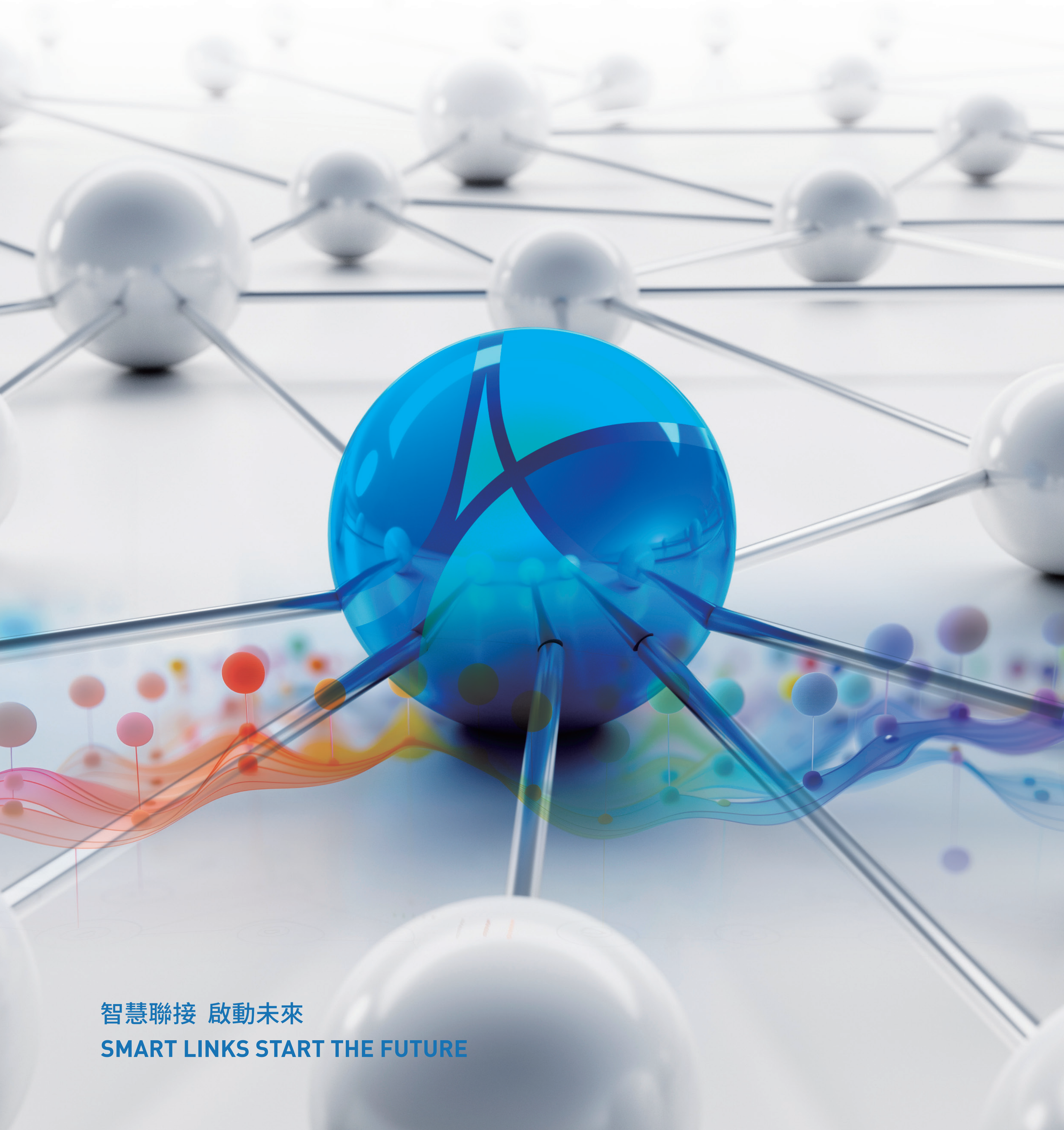
Nanfang Communication Holdings Limited
南方通信控股有限公司
(Incorporated in Cayman Islands with Limited Liability)

Stock Code：1617

2025
ANNUAL REPORT



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Corporate Information

BOARD OF DIRECTORS

Executive Directors
Mr. Shi Ming *(Chief executive officer)*
Ms. Yu Rumin *(Chairman)*
Ms. Yu Ruping

Non-Executive Director
Mr. Yu Jinlai

Independent Non-Executive Directors
Mr. Wu Wing Kuen (passed away on 17 February 2025)
Mr. Chan Kai Wing
Mr. Liu Cheng Yi
Ms. Ju Hefeng (appointed on 1 August 2025)

COMPANY SECRETARY
Ms. Lo Moon Fong

AUTHORISED REPRESENTATIVES
Mr. Shi Ming
Ms. Lo Moon Fong

REGISTERED OFFICE
Cricket Square, Hutchins Drive
P.O. Box 2681, Grand Cayman
KY1-1111, Cayman Islands

PRINCIPAL PLACE OF BUSINESS IN HONG KONG
Unit 902, 9/F., Capital Centre
151 Gloucester Road
Wan Chai, Hong Kong

PRINCIPAL PLACE OF BUSINESS IN THE PRC
1 Cencun Road, Luoyang Town
Wujin District, Changzhou City
Jiangsu Province, The People's Republic of China

AUDITOR
BDO Limited

PRINCIPAL BANKERS
Bank of China (Hong Kong) Limited
The Hongkong and Shanghai Banking Corporation Limited

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN THE CAYMAN ISLANDS
Conyers Trust Company (Cayman) Limited
Cricket Square, Hutchins Drive
P.O. Box 2681, Grand Cayman
KY1-1111, Cayman Islands

SHARE REGISTRAR AND TRANSFER OFFICE IN HONG KONG
Tricor Investor Services Limited
17/F., Far East Finance Centre
16 Harcourt Road
Hong Kong

WEBSITE
www.jsnfgroup.com

STOCK CODE
1617

Company Profile

Nanfang Communication Holdings Limited (the "**Company**") (stock code: 1617) (together with its subsidiaries, collectively referred to as the "**Group**") is a well-established supplier for optical telecommunication products with the Group's headquarters based in Changzhou City, Jiangsu Province, The People's Republic of China (the "**PRC**"). The Group is principally engaged in manufacturing and sales of a wide range of optical fibre cable products and related devices as well as processing and sales of prepainted steel sheets. The Group aligns a complete industry chain along the optical fibre preforms and optical fibre business through its joint venture entity and associate. As a leading company in the optical fibre cables market in the PRC, the Group offers various models of optical fibre cables and related devices to cater for customers' demand. Such optical fibre cables can be used in different applications, such as mobile communication networks, internet networks, and fixed telephone networks in the telecommunications industry, and can be installed under different conditions. The Group's customers principally include national and regional telecommunications network operators and telecommunications supporting services providers in the PRC. The Group has established stable and long-term relationships with its key customers with a trusted brand, which would greatly secure the sales for the Group's on-going business operation.

The Group is highly regarded in the optical fibre cable market in the PRC. The Group was awarded ISO 9001:2015, ISO 10012:2003, ISO 14001:2015, ISO/IEC 27001:2022, ISO 45001:2018 and ISO 50001:2018 certificates in relation to manufacturing of optical fibre cable products and was recognised by the Science and Technology Department of Jiangsu Province in the PRC as a high and new technology enterprise (高新技術企業) since 2010. In 2018, the Company was granted accreditation for laboratories from China National Accreditation Service for Conformity Assessment (中國合格評定國家認可委員會). Moreover, the Group was rewarded with AAA grading in quality credit (企業行業信用) by the China Association of Communication Enterprises (中國通信企業協會), demonstrating our commitment in pursuing highest product quality. The Group also participated in the drafting of the national and telecommunications industry standards initiated by China Communications Standards Association (中國通信標準化協會) for publication by the government authorities for optical fibre cables in the PRC. The Group believes that, by leveraging the Group's strengths on product quality and research ability, the Group has successfully enhanced the Group's product recognition in the market.

The Group owns two production sites, namely, the factory located in Luoyang Town (洛陽鎮), Wu Jin District (武進區) ("**Wu Jin Factory**") and the factory located in Jin Tan Development Zone (金壇開發區) ("**Jin Tan Factory**"), both of which are located in Changzhou City, Jiangsu Province, the PRC. Both of our Wu Jin Factory and Jin Tan Factory were recognised as State and Changzhou City Green Factory respectively, demonstrating our efforts in green production and environmental protection.

On 12 December 2016, the shares of the Company were successfully listed (the "**Listing**") on the Main Board of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"). As of 31 December 2025, the Company had 1,626,240,000 issued shares (the "**Shares**").

Financial Highlights

For the year ended 31 December 2025, the Group's operating results were as follows:

- Total revenue decreased by approximately 13.7% to approximately RMB464.2 million (2024: approximately RMB538.1 million)
- Gross profit increased by approximately 5.4% to approximately RMB103.8 million (2024: approximately RMB98.5 million)
- Gross profit margin increased by approximately 4.1 percentage point to approximately 22.4% (2024: approximately 18.3%)
- Profit and total comprehensive income for the year attributable to owners of the Company amounted to approximately RMB30.4 million (2024: approximately RMB39.9 million)
- The Board did not recommend the payment of a final dividend for the year ended 31 December 2025 (2024: nil)

Five-Year Financial Summary

RESULTS

	For the year ended 31 December				
	2025	2024	2023	2022	2021
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Revenue	**464,168**	538,097	522,261	633,705	438,317
Profit (loss) before income tax	**34,280**	43,956	(9,336)	(5,768)	(70,073)
Income tax (expense) credit	**(3,890)**	(4,020)	14,534	(2,335)	10,183
Profit (loss) and total comprehensive income (expense) for the year	**30,390**	39,936	5,198	(8,103)	(59,890)
Profit (loss) and total comprehensive income (expense) for the year attributable to:					
Owners of the Company	**30,390**	39,936	5,198	(8,103)	(59,890)
Non-controlling interests	**–**	–	–	–	–
	30,390	39,936	5,198	(8,103)	(59,890)

ASSETS AND LIABILITIES

	As at 31 December				
	2025	2024	2023	2022	2021
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Total assets	**1,328,498**	1,509,347	1,419,894	1,484,273	1,359,594
Total liabilities	**(480,124)**	(691,363)	(641,846)	(711,423)	(592,486)
	848,374	817,984	778,048	772,850	767,108
Equity attributable to owners of the Company	**848,374**	817,984	778,048	772,850	767,108
Non-controlling interests	**–**	–	–	–	–
	848,374	817,984	778,048	772,850	767,108

Chairman's Statement

Dear Shareholders,

On behalf of the board (the "**Board**") of directors (the "**Directors**") of the Group, I am pleased to present to our shareholders the annual results of the Group for the year ended 31 December 2025 (the "**Reporting Period**" or the "**Year**").

BUSINESS REVIEW

The Group is a leading telecommunication manufacturer in the PRC. For the year ended 31 December 2025, the Group recorded a decrease of total revenue by approximately 13.7% to approximately RMB464.2 million (2024: approximately RMB538.1 million). The gross profit of the Group was approximately RMB103.8 million (2024: approximately RMB98.5 million), representing an increment of approximately 5.4%. The Company reported a profit and total comprehensive income for the year attributable to owners of the Company of approximately RMB30.4 million (2024: approximately RMB39.9 million). The Company's earnings per share was approximately RMB0.019 (2024: approximately RMB0.025).

OUTLOOK

Starting in the second half of 2025, the global optical fiber cables market has seen a fundamental reversal of its supply surplus, with demand driven by two key factors: domestic and international markets, as well as traditional telecommunications and emerging computing power. Among these, AI computing infrastructure will emerge as the core driving force. Forecasts from major global institutions indicate that total global demand for optical cables will rise further in 2026, while the supply-demand gap in overseas markets will continue to widen. The U.S. "Broadband Equity Access and Deployment" (BEAD) initiative is making substantial progress, with the first batch of funding – amounting to tens of billions of dollars – being gradually disbursed. The demand effect is expected to fully materialize in 2026, further driving the growth of market demand in North America; the EU's "Digital Europe Plan" continues to increase investment in fiber-optic network construction, propelling the European market toward high-end and intelligent development.

According to CRU' s latest forecast, global demand for optical fiber cables is expected to reach 577 million core kilometers in 2026, representing a year-over-year increase of 5%. The supply side faces significant constraints, as the expansion cycle for optical fiber pre-forms is lengthy and technical barriers are high. Following the price wars of recent years, companies remain cautious about expanding production, making it difficult for the companies to increase productivity in the short term. CRU estimates that the growth rate of global effective supply in 2026 will be less than 3%, resulting in a supply-demand gap of 180 million core kilometers for the year. AI-related demand has become the core driver of growth, with its share expected to rise from less than 5% in 2024 to 35% in 2027. The amount of fiber used for internal interconnections within a single 10,000-GPU cluster is 3 to 10 times that of a traditional data center, driving explosive growth in demand for high-end products such as high-speed interconnects and low-loss solutions. The market size for products like pre-terminated data center cables and MPO cables continue to expand.

Chairman's Statement

By 2026, China's optical fiber cables industry will shift from a recovery in scale to a focus on value enhancement. The demand structure will continue to optimize, and the industry will gradually return to a healthy growth trajectory after enduring prolonged price competition. The scope of applications will expand from traditional operator access networks to high-value-added scenarios such as internal interconnections within data centers, upgrades to backbone transmission networks, and all-optical industrial parks. As a result, the price floor for optical fiber cables will steadily rise, and the industry's overall profit flexibility will continue to be realized.

The state has placed the construction of new information infrastructure as a strategic priority, driving high-quality development in the optical fiber cables industry. The Ministry of Industry and Information Technology (MIIT) is comprehensively advancing the construction of 10-gigabit optical network pilot projects, guiding the evolution of F5G-A toward 10-gigabit optical networks, and significantly increasing demand for high-speed, low-loss optical fibers and specialty optical cables. The in-depth implementation of the "AI+" initiative and the accelerated construction of computing power network systems are driving sustained growth in demand for optical cables used in backbone networks, metropolitan area networks, and internal data center interconnections. Simultaneously, this is promoting the deep integration of AI computing centers with traditional telecommunications networks, giving rise to new application scenarios for optical cables. The "East Data, West Computing" initiative has entered a phase of large-scale construction. The eight national computing hub nodes and data center clusters are accelerating their interconnection, creating sustained demand for long-distance, high-capacity, low-loss backbone optical cables. It is projected that the share of demand for such backbone optical cables will further increase by 2026. As the requirements for green and low-carbon development are further advanced, all-optical networks are receiving policy support due to their low energy consumption and high reliability. The industry is accelerating its transition toward energy efficiency, environmental protection, and high-end development, with green specialty optical cables and eco-friendly optical cables emerging as new market hotspots. The national "15th Five-Year" development plan proposes "moderately advancing the construction of new infrastructure" and "strengthening the efficient supply of computing power, algorithms, and data." The National Conference on Industry and Information Technology emphasized the launch of the "Broadband Upgrade" initiative, the implementation of a new round of 10-gigabit optical network pilots, and the strengthening of computing power network systems. The implementation of these policies provides a solid foundation for industry development and clarifies the direction for enterprises in product upgrades and market expansion.

Chairman's Statement

The Group seized opportunities presented by the industry's recovery, focused on core business development, continuously optimized production layouts and product portfolios, and steadily improved operational efficiency. The Company will optimize the product portfolio, moderately increase R&D investment and establish a dedicated R&D fund. We will focus on developing high-end optical cable products tailored for computing centers, high-speed interconnects, and long-distance transmission. By increasing the proportion of high-value-added products, and concurrently accelerating the R&D and mass production of eco-friendly optical cables, specialty optical cables, and pre-terminated optical cables for data centers, thereby enriching our product matrix. On the user front, the Company will consolidate its cooperative foundation with core domestic clients, deepen long-term partnerships with telecom operators. Meanwhile, the Company will actively seize growth opportunities in the non-telecom operator market and the data center sector, and expand its client base to include new types of customers such as intelligent computing centers and supercomputing centers. At the same time, it will steadily expand into overseas markets to promote market structure diversification. On the operational front, the Company will continue to optimize production capacity and improve efficiency, expand the scale of intelligent manufacturing, strengthen the supply management of upstream raw materials, in order to strengthen supply chain management and cost control, and further enhance the synergistic R&D of upstream and downstream, promote the innovation of advanced optic fiber cables materials and production processes, strengthen the quality control system, and enhance sustainable development capabilities.

In the face of potential risks such as intensifying industry competition, market volatility, and changes in the external environment, the Company will adopt a long-term perspective to ensure prudent operations, create sustainable returns for shareholders, and achieve high-quality development amid the global upgrade of the optical communications industry.

APPRECIATION

Lastly, on behalf of the Board, I would like to extend my sincere gratitude to our shareholders for their support to the Group. The management team and staff of the Group will be dedicated to fostering future business growth and optimising return to our shareholders.

Yu Rumin
Chairman

30 March 2026, Hong Kong

A. FINANCIAL REVIEW

Revenue

Revenue of the Group represents revenue derived from manufacturing and sales of optical fibre cables and optical distribution network devices as well as processing and sales of prepainted steel sheet. During the year ended 31 December 2025, the Group's total revenue was approximately RMB464.2 million, representing a decrease of approximately 13.7% from approximately RMB538.1 million for the year ended 31 December 2024.

As the Group is principally engaged in the manufacturing and sales of optical fibre cables, optical distribution network devices and prepainted steel sheet, the Directors consider that the Group has one reportable and operating segment. As such, no segment information is presented other than the entity-wide disclosures.

Cost of sales

For the year ended 31 December 2025, the cost of sales of the Group amounted to approximately RMB360.3 million, representing a decrease of approximately 18.0% from approximately RMB439.6 million for the year ended 31 December 2024.

Gross profit and gross profit margin

Gross profit of the Group increased by approximately 5.4% to approximately RMB103.8 million for the year ended 31 December 2025 from approximately RMB98.5 million for the same period in 2024. During the Reporting Period, the Group's gross profit margin was approximately 22.4% as compared to a gross profit margin of approximately 18.3% for the year ended 31 December 2024. There was an overall drop in the tender prices for optical fibre cables in the industry. The Group's awarded tender prices and thus sales decreased. The Group's gross profit and gross profit margin were improved in the Reporting Period owing to a severe reduction in the cost of raw materials.

Other income, gains, expenses and losses, net

The Group recorded a net gain of approximately RMB8.1 million for the year ended 31 December 2025 as compared to approximately RMB19.5 million for the same period in 2024. The decrease was mainly attributable to less bank interest income was received due to decrease in the bank interest rate and less government grants were recognised due to the change in the government subsidy policies during the Reporting Period.

Selling and distribution expenses

The Group incurred selling and distribution expenses of approximately RMB17.4 million for the year ended 31 December 2025 which has dropped by approximately 5.0% compared to approximately RMB18.3 million for the same period in 2024. The slight decrease was mainly due to a moderate drop in the total freight charges.

Administrative expenses

The Group's administrative expenses was increased by approximately 25.3% to approximately RMB43.5 million for the year ended 31 December 2025 from approximately RMB34.7 million for the year ended 31 December 2024. The increase was mainly due to the recognition of additional depreciation of property of approximately RMB4.1 million after the completion of construction site in the Reporting Period. Other management cost has recorded a moderate rise.

Research costs

The Group's research costs was dropped by approximately 11.7% to approximately RMB29.3 million for the year ended 31 December 2025 from approximately RMB33.2 million for the year ended 31 December 2024. The change was mainly due to the adjustment of some product development projects during the Reporting Period.

Finance costs

During the year ended 31 December 2025, the Group's finance costs slightly increased by approximately 3.3% to approximately RMB6.2 million from approximately RMB6.0 million for the year ended 31 December 2024. The overall interest expenses remained stable during the year ended 31 December 2025.

Share of profit of an associate

During the year ended 31 December 2025, the Group recorded a share of profit of an associate of approximately RMB11.1 million, representing an increase of approximately 7.8% from approximately RMB10.3 million for the year ended 31 December 2024. The associate is engaged in the manufacturing and sales of optical fibre.

Share of profit of a joint venture

During the year ended 31 December 2025, the Group recorded a share of profit of a joint venture of approximately RMB3.9 million, representing an increase of approximately 80.5% from approximately RMB2.1 million for the year ended 31 December 2024. The joint venture is engaged in the manufacturing and sale of optical fibre preforms.

Income tax expense

During the year ended 31 December 2025, the Group incurred an income tax expense of approximately RMB3.9 million as compared to approximately RMB4.0 million incurred for the year ended 31 December 2024. The overall income tax expense remained stable during the year ended 31 December 2025.

Profit and total comprehensive income attributable to owners of the Company

As a result of the foregoing, the Company recorded a profit and total comprehensive income attributable to owners of approximately RMB30.4 million for the year ended 31 December 2025 as compared to approximately RMB39.9 million for the year ended 31 December 2024.

Liquidity, financial and capital resources

During the year ended 31 December 2025, the Group's operational and capital requirements were financed principally through share capital, reserves and bank borrowings.

Cash and loan position

At 31 December 2025, the Group had an aggregate of restricted bank deposits and balances, bank deposits with original maturity of more than three months, bank deposits, bank balances and cash of approximately RMB421.7 million (2024: approximately RMB405.2 million), representing an increase of approximately 4.1% as compared to that as at 31 December 2024.

All bank borrowings are denominated in the functional currency of the group entities. At 31 December 2025, the Group had interest-bearing bank borrowings amounting to approximately RMB179.2 million (2024: approximately RMB360.3 million).

At 31 December 2025, the Group's bank borrowings of approximately RMB179.2 million (2024: approximately RMB230.2 million) carry interest with variable interest rates ranging from 2.11% to 3.65% (2024: ranging from 2.15% to 3.65%) per annum. Variable-rate bank borrowings of approximately RMB79.1 million is unsecured but guaranteed by group companies (2024: approximately RMB230.2 million) while an amount of approximately RMB100.1 million was secured by restricted bank deposits and balances and guaranteed by group companies (2024: nil).

At 31 December 2025, the Group do not have fixed interest rates borrowing (2024: approximately RMB130.1 million, carried interest with fixed interest rates ranging from 2.65% to 3.00% per annum). At 31 December 2024, fixed-rate bank borrowings of approximately RMB30.0 million is unsecured but guaranteed by group companies while an amount of approximately RMB100.1 million was unsecured and unguaranteed.

Charges on the Group's assets

At 31 December 2025, the Group pledged certain of its restricted bank deposits and balances totalling approximately RMB160.3 million (2024: approximately RMB173.6 million) to secure bills payable and bank borrowings.

Gearing ratio

At 31 December 2025, the gearing ratio of the Group, which was calculated by dividing the total liabilities by the total equity, was approximately 56.6% (2024: approximately 84.5%).

Currency risk

While the Group's operations were principally in the PRC during the year ended 31 December 2025 and it mainly made sales and incurred production costs and expenses in RMB, the Group has certain bank deposits and balances denominated in foreign currencies other than RMB. The Group may use any contracts to hedge against its exposure to currency risk, as appropriate, and the directors manage its foreign currency risk by closely monitoring the movement of the foreign currency rate.

Interest rate risk

The Group's fair value interest rate risk relates primarily to its fixed rate bank deposits, lease liabilities and fixed rate bank borrowings. The Group is also exposed to cash flow interest rate risk through the impact of rate changes on variable interest bearing financial instruments, mainly, restricted bank balances, bank balances and variable rate bank borrowings which carried at prevailing market interest rates. The Group currently does not use any derivative contracts to hedge its exposure to interest rate risk.

Credit risk

At 31 December 2025, the Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties is arising from the carrying amounts of the respective recognised financial assets as stated in the consolidated statement of financial position.

The Group's credit risk is primarily attributable to trade and bills receivables arising from contracts with customers and other receivables. In order to minimise the credit risk, the Directors have delegated a team of staff responsible for determining credit limits and monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In this regard, the Directors consider that the Group's credit risk is significantly reduced. Besides, the management of the Group performs impairment assessment on individual debtor basis to estimate the amount of expected credit loss ("**ECL**") of trade, bills and other receivables based on internal credit ratings, ageing, collateral, repayment history and/or past due status of respective other receivables and adjusted for forward-looking information.

For bank deposits and balances, the management of the Group assessed that the Group's bank deposits with original maturity more than three months, restricted bank deposits and balances, bank deposits and bank balances are at low credit risk because they are placed with reputable banks with higher internal credit ratings with reference to either international or PRC credit-rating agencies, and ECL is insignificant.

The Group has concentration of credit risk because approximately 81.6% (2024: approximately 85.8%) of trade receivables as at 31 December 2025 were due from the Major PRC Telecommunications Network Operators with good repayment history and strong financial background.

Other than the above, the Group does not have significant concentration of credit risk.

Liquidity risk

The Group's management monitors the Group's cash flow positions on a regular basis to ensure the cash flows of the Group are closely controlled. The Group aims to maintain flexibility in funding by keeping committed credit lines available and issue of new ordinary shares.

Capital commitments

At 31 December 2025, the Group did not have capital commitments of capital expenditure contracted but not provided in respect of acquisition of property, plant and equipment (2024: approximately RMB20.1 million).

Future plans for material investments

The Group will continue to invest in its development projects and acquire suitable plant and machinery, if it thinks fit. These investments will be funded by internal resources, external equity financing and/or borrowings. Save as disclosed in this report, the Group does not have any future plans for material investments as at the date of this report.

Employees, remuneration policies and Share Option Scheme

At 31 December 2025, the Group had approximately 330 employees (2024: approximately 300). For the Reporting Period, the Group incurred staff costs of approximately RMB35.3 million (2024: approximately RMB32.3 million). As required by applicable laws and regulations, the Group participates in various employee benefit plans, including pension insurance, medical insurance and personal injury insurance. The Group adopts a competitive remuneration package for its employees. Remuneration packages are reviewed periodically with reference to the then prevailing market employment practices and legislation.

During the Reporting Period, no share options and/or awards have been cancelled or lapsed. As the scheme mandate limit to grant 147,840,000 shares under the share option scheme was fully utilised in 2022 and the scheme mandate limit was not refreshed, no share options and/or awards may be granted during the Reporting Period. Hence, no share options and/or awards have been granted pursuant to the share option scheme during the Reporting Period.

At 31 December 2025, there is no outstanding share options to be exercised for shares.

No equity-settled share-based payment expenses were recognised during the Reporting Period (2024: nil).

Please refer to note 30 to the consolidated financial statements for further details.

Contingent liabilities and litigation

The Group did not have any contingent liabilities and litigation as at the date of this report.

B. DISPOSAL OF THE SALES SHARES

On 13 June 2025, Pacific Smart Development Limited ("**Pacific Smart**") (an indirect wholly-owned subsidiary of the Company) as vendor, Multek Group (Hong Kong) Limited* (超毅集團(香港)有限公司) (the "**Purchaser**") and Suzhou Dongshan Precision Manufacturing Co., Ltd.* (蘇州東山精密製造股份有限公司) (collectively referred to as the "**Purchaser Group**") entered into a formal sale and purchase agreement ("**Formal Sale and Purchase Agreement**"), pursuant to which Pacific Smart conditionally agreed to sell, and the Purchaser conditionally agreed to purchase, 8,235,293 class A preferred shares (representing approximately 4.00% shareholding as at the date of the Formal Sale and Purchase Agreement) (the "**Sales Shares**") of Source Photonics Holdings (Cayman) Limited (the "**Target Company**") at the consideration of US$25,181,055.41 (equivalent to approximately RMB180.8 million, converted at the exchange rate of US$1 to RMB7.18 as at the announcement of the Company dated 23 June 2025) (the "**Disposal**").

The Disposal constitutes a very substantial disposal of the Company under the Listing Rules and is subject to the approval of the shareholders of the Company. An extraordinary general meeting was convened on 15 September 2025 and an ordinary resolution for the Disposal was passed to that effect.

As disclosed in the announcements of the Company dated 29 September 2025, 30 September 2025, 15 October 2025 and 23 October 2025, Pacific Smart and the Purchaser Group further entered into a supplemental agreement, 2nd supplemental agreement, 3rd supplemental agreement and 4th supplemental agreement respectively for the amendment of the Formal Sale and Purchase Agreement (collectively, "**Supplemental Agreements**").

The completion of the Disposal took place on 24 October 2025 (the "**Completion**") in accordance with the terms of the Sale and Purchase Agreement as amended by the Supplemental Agreements. As a result, the Group ceases to have any shareholding in the Target Company.

For details of the Disposal and the Completion, please also refer to the Company's announcements dated 23 June 2025, 15 July 2025, 5 August 2025 and 24 October 2025 and the Company's circular dated 25 August 2025.

* *For identification purpose only*

C. ENVIRONMENTAL POLICIES AND PERFORMANCE

The Group is dedicated to reducing its impacts to the environment from its factories and offices through mitigating the environmental pollutions and utilising resource efficiently. The Group strives to comply with relevant environmental laws and legislations, and continual improvement on its performance. The Company will issue a separate Environmental, Social and Governance Report on the publication date of this report in compliance with the Appendix C2 of the Listing Rule (the "**ESG Report**").

D. KEY RELATIONSHIPS WITH ITS EMPLOYEES, CUSTOMERS AND SUPPLIERS

The Group strives to maintain a good relationship with its employees, customers and suppliers. For more details on how it creates a motivated workplace for its employees, produce quality products to satisfy its customers' expectations and, establish long-term relationships with its suppliers, please refer to the ESG Report.

E. COMPLIANCE WITH LAWS AND REGULATIONS

Compliance with rules 3.10(1), 3.21 and 3.25 of the listing rules

As disclosed in announcements of the Company dated 20 February 2025 and 22 May 2025, following the passing away of the late Mr. Wu Wing Kuen on 17 February 2025, (i) the number of independent non-executive Directors fell short of the minimum number required under Rule 3.10(1) of the Listing Rules; (ii) the number of members in the audit committee of the Company ("**Audit Committee**") fell short of the minimum number of members as required under Rule 3.21 of the Listing Rules; and (iii) the remuneration committee of the Company ("**Remuneration Committee**") was not chaired by an independent non-executive Director and the composition of the Remuneration Committee fell below the requirement for majority of independent non-executive Directors under Rule 3.25 of the Listing Rules.

The Company has complied with the requirements under Rules 3.10(1), 3.21 and 3.25 of the Listing Rules as at the date of this report. For details, please refer to the "Corporate Governance Practices" section under the Corporate Governance Report in this report.

Compliance with Chapter 14 of the listing rules

References are made to (i) the announcement of the Company dated 2 July 2025 and (ii) the supplemental announcement dated 15 September 2025 in respect of the acquisition of lands and the entering into construction contracts by Jiangsu Nanfang Information Technology Company Limited* (江蘇南方信息技術有限公司) ("**Nanfang IT**") (collectively the "**Transactions**"). The Board acknowledges its inadvertent non-compliance in failing to promptly comply with the disclosure obligation, notification, announcement, circular and shareholders' approval requirements under Chapter 14 of the Listing Rules in respect of the Transactions.

The Board has implemented a number of remedial actions to strengthen and reinforce the knowledge of the responsible staff, management and Directors in respect of compliance with the Listing Rules. For details, please refer to the "Risk Management and Internal Control" section under the Corporate Governance Report in this report.

During the year ended 31 December 2025 and up to the date of this report, save as disclosed above, the Group was not aware of any non-compliance with any relevant laws and regulations that has a significant impact on it.

F. CONTINUING CONNECTED TRANSACTIONS SUBJECT TO REPORTING REQUIREMENT

During the Year, the Group has conducted the following continuing connected transactions under Chapter 14A of the Listing Rules (the "**Disclosed Continued Connected Transactions**").

1. On 27 August 2013, Jiangsu Nanfang Optic Electric Technology Company Limited* (江蘇南方光纖科技有限公司) ("**Nanfang Optic**") and Jiangsu Nanfang Communication Technology Company Limited* (江蘇南方通信科技有限公司) ("**Nanfang Communication**"), an indirect wholly-owned subsidiary of the Company, entered into an optical fibre supply agreement (the "**Optical Fibre Supply Agreement**") in respect of the purchase of optical fibres from Nanfang Optic as raw materials for the Group's production of optical fibre cables for a term of 15 years.

   Nanfang Optic is held as to 47% by Jiangsu Hengtong Optic-Electric Company Limited* (江蘇亨通光電股份有限公司) ("**Jiangsu Hengtong**"), the holding company of Jiangsu Hengtong Light Guide New Materials Company Limited* (江蘇亨通光導新材料有限公司) ("**Hengtong Light Guide**"). Hengtong Light Guide is a connected person of the Company at the subsidiary level (as explained below). As such, Nanfang Optic is regarded as an associate of Hengtong Light Guide for the purpose of the Listing Rules and is also considered as a connected person of the Company at the subsidiary level. Details of the Optical Fibre Supply Agreement were set out in the Company's announcement dated 25 October 2017.

   For the year ended 31 December 2025, the purchase of optical fibres from Nanfang Optic by the Group under the Optical Fibre Supply Agreement totalled approximately RMB128,924,000 (2024: approximately RMB131,407,000).

2. On 31 December 2020, Hengtong Light Guide and Jiangsu Yingke Optical Material Technology Company Limited* (江蘇盈科光導科技有限公司) ("**Yingke Optical Material**") entered into a lease agreement (the "**Lease Agreement**") in relation to the lease of the factory premises from Hengtong Light Guide to Yingke Optical Material for production of optical fibre preforms from 1 January 2021 to 31 December 2023. In view of the expiry of the Lease Agreement, Hengtong Light Guide and Yingke Optical Material renewed the Lease Agreement for a term of one year upon the date of expiry of each year.

   Yingke Optical Material is a joint venture held as to 51% by Nanfang Communication and 49% by Hengtong Light Guide. Yingke Optical Material is therefore regarded as a subsidiary of the Company for the purpose of the Listing Rules. As Hengtong Light Guide is a substantial shareholder of Yingke Optical Material, Hengtong Light Guide is considered as a connected person of the Company at the subsidiary level. Details of the Lease Agreement were set out in the Company's announcement dated 31 December 2020.

   As all the applicable percentage ratios in respect of the rent payable are less than 5% and the total consideration is less than HK$3,000,000, the Lease Agreement and the transactions contemplated thereunder are fully exempted from the requirements of reporting, disclosure, annual review, circular (including independent financial advice) and independent shareholders' approval under Chapter 14A of the Listing Rules.

   For the year ended 31 December 2025, the rent payable by Yingke Optical Material to Hengtong Light Guide under the Lease Agreement amounted to approximately RMB1,572,000 (2024: approximately RMB1,572,000).

3. On 31 December 2020, Hengtong Light Guide and Yingke Optical Material entered into a framework procurement agreement (the "**Framework Procurement Agreement**") in relation to the ongoing purchase of optical fibre preforms and raw materials for production of optical fibre preforms by Yingke Optical Material from Hengtong Light Guide from 1 January 2021 to 31 December 2023.

   On 31 December 2020, Yingke Optical Material and Nanfang Optic entered into a framework supply agreement (the "**Framework Supply Agreement**") in relation to the ongoing supply of optical fibre preforms by Yingke Optical Material to Nanfang Optic from 1 January 2021 to 31 December 2023.

   On 31 December 2020, Jiangsu Hengtong and Nanfang Communication entered into an agreement in relation to the ongoing mutual sale and purchase of communication products, including optical fibre preforms, optical fibre and optical fibre cables and their raw materials, between Nanfang Communication and its affiliates ("**Nanfang Communication Group**") and Jiangsu Hengtong and its affiliates ("**Jiangsu Hengtong Group**") (the "**Jiangsu Hengtong Framework Procurement and Supply Agreement**") from 1 January 2021 to 31 December 2023.

   On 27 December 2023, in view that the Framework Procurement Agreement, Framework Supply Agreement and Jiangsu Hengtong Framework Procurement and Supply Agreement expired on 31 December 2023, Nanfang Communication and Jiangsu Hengtong entered into a framework procurement and supply agreement ("**2023 Framework Procurement and Supply Agreement**") in relation to the ongoing sell and purchase of optical fibre preforms, optical fibres, optical fibre cables, their respective raw materials and the related materials and products ("**Products**") from 1 January 2024 to 31 December 2026.

   As mentioned above, Hengtong Light Guide is a substantial shareholder of Yingke Optical Material while Jiangsu Hengtong is the holding company of Hengtong Light Guide. Therefore, Hengtong Light Guide and Jiangsu Hengtong are considered as connected persons of the Company at the subsidiary level. Details of the 2023 Framework Procurement and Supply Agreement are set out in the Company's announcement dated 27 December 2023.

   For the year ended 31 December 2025, under the 2023 Framework Procurement and Supply Agreement, the purchase of the Products by Nanfang Communication Group from Jiangsu Hengtong Group was approximately RMB128,890,000 (2024: approximately RMB151,879,000) and the sales of Products to Jiangsu Hengtong Group from Nanfang Communication Group was approximately RMB114,197,000 (2024: approximately RMB134,906,000).

* *For identification purpose only*

The Company's auditor was engaged to report on the Disclosed Continuing Connected Transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised), Assurance Engagements Other than Audits or Reviews of Historical Financial Information and with reference to Practice Note 740 (Revised), Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules issued by the Hong Kong Institute of Certified Public Accountants. The auditor has issued an unqualified letter containing findings and conclusions in respect of the Disclosed Continuing Connected Transactions disclosed by the Group in this report (where applicable) in accordance with Rule 14A.56 of the Listing Rules as below:

a. nothing has come to their attention that causes them to believe that the Disclosed Continuing Connected Transactions have not been approved by the Company's board of Directors.

b. for transactions involving the provision of goods or services by the Group, nothing has come to their attention that causes them to believe that the transactions were not, in all material respects, in accordance with the pricing policies of the Group.

c. nothing has come to their attention that causes them to believe that the transactions were not entered into, in all material respects, in accordance with the relevant agreements governing such transactions.

d. with respect to the aggregate amount of each of the Disclosed Continuing Connected Transactions, nothing has come to their attention that causes them to believe that the Disclosed Continuing Connected Transactions have exceeded the annual cap as set by the Company.

The independent non-executive Directors have reviewed the continuing connected transactions and confirmed that the continuing connected transactions have been entered into:

(i) in the ordinary and usual course of business of the Group;

(ii) on normal commercial terms or better; and

(iii) according to the agreement governing them on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

G. RELATED PARTY TRANSACTIONS

Details of the Group's related party transactions are disclosed in note 34 to the consolidated financial statements.

Save as the continuing connected transactions disclosed in the section headed "F. Continuing Connected Transactions Subject to Reporting Requirement" above, all other connected transactions disclosed in note 34 to the consolidated financial statements are fully exempt from the reporting, annual review, announcement, circular and independent shareholders' approval requirements under Chapter 14A.76(1) or 14A.95 of the Listing Rules.

The Company has complied with the requirements under Chapter 14A of the Listing Rules in respect of the connected transactions carried out by the Group as disclosed in this report.

H. SIGNIFICANT INVESTMENTS

As at 31 December 2025, the Group held the following significant investments:

1. Nanfang Communication, holds 49% equity interests in Nanfang Optic, and made a total investment of approximately RMB73.5 million up to 31 December 2025. Nanfang Optic is a company incorporated in the PRC which is principally engaged in the manufacturing and sales of optical fibre. No market fair value was available as at 31 December 2025 as this is a private company. The investment is intended to be held for a long term. During the Year, the Group (i) shared an associated profit of approximately RMB11.1 million (2024: approximately RMB10.3 million); (ii) received a dividend of approximately RMB17.2 million (2024: nil) in respect of its investment in Nanfang Optic. Please refer to note 16 to the consolidated financial statements for further details.

2. Nanfang Communication also holds 51% equity interests in Yingke Optical Material, and made a total investment of approximately RMB76.5 million up to 31 December 2022. The investment cost was reduced to approximately RMB38.3 million for the year ended 31 December 2023 and up to 31 December 2025. Yingke Optical Material is principally engaged in the manufacturing and sales of optical fibre preforms. No market fair value was available as at 31 December 2025 as this is a private company. The investment is intended to be held for a long term. During the year ended 31 December 2025, the Group (i) shared a profit of approximately RMB3.9 million (2024: approximately RMB2.1 million); (ii) did not receive any dividend (2024: nil) in respect of its investment in Yingke Optical Material. Please refer to note 17 to the consolidated financial statements for further details.

Save as disclosed in this report, the Company did not hold any other significant investments as at 31 December 2025.

Directors’ and Senior Management’s Profile

DIRECTORS’ PROFILE

EXECUTIVE DIRECTORS

Mr. Shi Ming (石明先生), aged 54, was appointed as our Director on 10 May 2016 and designated as our executive Director on 22 June 2016. He is also our chief executive officer. Mr. Shi was appointed as a general manager of Nanfang Communication in June 2007. Mr. Shi is mainly responsible for overseeing our overall management and operations, investment strategies and business development. Mr. Shi had worked in a number of well-known PRC corporations and multinational corporations and has over 20 years of experience in enterprise management. Mr. Shi is also a director of each of Century Planet Limited (“**Century Planet**”), Nanfang Communication Group Limited (“**Nanfang Hong Kong**”), MacroSmart Investment Limited* (敏博投資有限公司) (“**MacroSmart**”), Jiangsu Yingke Communication Technology Company Limited* (江蘇盈科通信科技有限公司) (“**Yingke**”), Nanfang Optic, Gold Image Limited (“**Gold Image**”) and Pacific Smart.

Mr. Shi graduated from Jiangsu Institute of Petrochemical Technology (江蘇石油化工學院) (currently known as Changzhou University (常州大學)) in July 1994 with a bachelor degree in chemical engineering and also obtained a bachelor degree in industrial foreign trade from Nanjing University of Science and Technology (南京理工大學) in July 1996. Mr. Shi is a qualified senior operating manager (高級經營師). Mr. Shi is now studying the Doctoral of Professional Studies in Business program at the Gabelli School of Business in the Fordham University, the United States.

Mr. Shi received Industry Outstanding Contribution Award (產業突出貢獻獎) from Communication Cable and Fibre Optic Cable Professional Committee of China Association of Communication Enterprises (中國通信企業協會通信電纜光纜專業委員會) in 2011. He was awarded the “Innovative Individual in Telecommunications Industry in the PRC (中國通信光電纜新銳人物)” by CCTIME.com (飛象網) in 2015, and the “National May Day Brand Construction Award – Leading Person (全國五一品牌建設獎 – 領軍人物)” in 2016 China Brand Innovation Forum and National May Day Brand Construction Award Electing activities (2016 中國品牌創新論壇暨全國五一品牌建設獎推選活動) in May 2016.

Mr. Shi is the spouse of Ms. Yu Rumin, son-in-law of Mr. Yu Jinlai and brother-in-law of Ms. Yu Ruping.

Mr. Shi is deemed to be interested in the 840,000,000 shares held by Pacific Mind Development Limited (“**Pacific Mind**”) and 14,784,000 shares held by Ms. Yu Rumin under the Securities and Futures Ordinance (the “**SFO**”) as interests of spouse. Mr. Shi is personally interested in 56,184,000 shares. As a result, Mr. Shi is interested in 910,968,000 Shares in total as at the date of this report. For details, please refer to page 28 of this report.

* *For identification purpose only*

Ms. Yu Rumin (於茹敏女士), aged 49, was appointed as our Director on 10 May 2016 and designated as our executive Director on 22 June 2016. She is the chairman of the Board. Ms. Yu is primarily responsible for overseeing overall business development. Ms. Yu is also a director of each of Century Planet, Nanfang Hong Kong, Yingke, Nanfang Optic, Gold Image and Pacific Smart.

Ms. Yu graduated from Jiangsu Teachers University of Technology (江蘇技術師範學院) (currently known as Jiangsu University of Technology (江蘇理工學院)) in July 2004 with a major of financial accounting education. She is a qualified senior economist (高級經濟師) and a certified tax planner (註冊納税籌劃師). Ms. Yu has over 20 years of experience in communication optical cable industry. Prior to joining the Group, Ms. Yu worked for Luoyang Town's People's Government of Wujin District (武進區洛陽鎮人民政府) between 1996 and 2001. Ms. Yu joined our Group as a manager in the enamelled wire business development department of Nanfang Communication in May 2001.

Ms. Yu is the spouse of Mr. Shi Ming, sister of Ms. Yu Ruping and daughter of Mr. Yu Jinlai.

Ms. Yu is a controlling shareholder of the Company. As founder of a discretionary trust, she is taken to be interested in the 840,000,000 shares held by Pacific Mind by virtue of the SFO. Further, Ms. Yu is personally interested in 14,784,000 shares and is deemed to be interested in the 56,184,000 shares held by Mr. Shi Ming under the SFO as interests of spouse. Ms. Yu is therefore interested in 910,968,000 Shares in total as at the date of this report. For details, please refer to page 28 of this report.

Ms. Yu Ruping (於茹萍女士), aged 50, was appointed as our Director on 10 May 2016 and was designated as our executive Director on 22 June 2016. Ms. Yu Ruping ("**Ms. Yu RP**") joined our Group as a finance officer of Nanfang Communication in September 2006, and has been mainly responsible for supervising the accounting and internal audit functions of the Group. Ms. Yu RP is a director of each of Century Planet, Nanfang Hong Kong, MacroSmart, Gold Image and Pacific Smart. She is also a supervisor of Nanfang Communication, Nanfang Optic, Nanfang IT, Yingke and Yingke Optical Material.

Ms. Yu RP completed a three-year study programme in pharmacy at the Professional School of Health Work of Wu Jin of Changzhou (常州市武進衛生職工中等專業學校) in December 2003. Ms. Yu RP has over 15 years of experience in communication optical cable industry. She is a certified tax planner (註冊納税籌劃師).

Ms. Yu RP is the sister of Ms. Yu Rumin, daughter of Mr. Yu Jinlai and sister-in-law of Mr. Shi Ming.

Ms. Yu RP is personally interested in 14,784,000 shares and is deemed to be interested in the 840,000,000 shares held by Pacific Mind under the SFO since she is a beneficiary of a discretionary trust. As a result, Ms. Yu RP is interested in 854,784,000 shares in total as at the date of this report. For details, please refer to page 28 of this report.

Directors' and Senior Management's Profile

NON-EXECUTIVE DIRECTOR

Mr. Yu Jinlai (於金來先生), aged 77, was appointed as our Director on 10 May 2016 and was designated as our non-executive Director on 22 June 2016. Mr. Yu has been acting as the legal representative of Nanfang Communication since July 1992 when Nanfang Communication was first established. He has been a director of Nanfang Communication since 1998. He is mainly responsible for providing strategic advice and making recommendations on the operations and management of the Group. Mr. Yu is also a director of MacroSmart and Yingke.

Mr. Yu obtained an executive master course certificate in business administration from Shanghai Jiaotong University (上海交通大學) in November 2008. Mr. Yu has over 30 years of experience in enterprise management. Since May 1987, Mr. Yu has been a director of Changzhou Jingke Company Limited (常州精科實業有限公司), a company established in the PRC focusing on the manufacturing and sales of clocks and watches.

Mr. Yu is the father of Ms. Yu Rumin and Ms. Yu Ruping and father-in-law of Mr. Shi Ming.

Mr. Yu is deemed to be interested in the 840,000,000 Shares held by Pacific Mind under the SFO since he is a beneficiary of a discretionary trust. For details, please refer to page 28 of this report.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Chan Kai Wing (陳繼榮先生), aged 65, was appointed as our independent non-executive Director on 24 November 2016. Mr. Chan has over 30 years of professional experience in auditing and accounting, corporate financial management and financial advisory services. Mr. Chan obtained a bachelor degree of economics from Macquarie University, Australia in April 1986. He is a fellow member of CPA Australia.

Mr. Chan is currently an independent non-executive director of China Conch Venture Holdings Limited (stock code: 586), ICO Group Limited (stock code: 1460) and Sino Gas Holdings Group Limited (stock code: 1759) respectively.

Mr. Liu Cheng Yi (劉正毅先生), aged 61, was appointed as our independent non-executive Director on 12 December 2022. Mr. Liu has over 20 years of professional experience in equity fund management, corporate finance and securities and futures trading industries. Mr. Liu obtained a Master of Science degree in finance and economics from the West Texas A&M University, the United States of America, in 1995. He is a responsible officer under the SFO for Type 1 (dealing in securities), Type 4 (advising on securities), and Type 9 (asset management) activities. He also obtained advanced qualifications from each of the Securities Association of China (中國證券業協會) and the Taiwan Securities Association (中華民國證券商業同業公會).

Ms. Ju Hefeng (居荷鳳女士), aged 63, was appointed as our independent non-executive Director on 1 August 2025. Ms. Ju graduated from Jiangsu Radio and Television University (江蘇廣播電視大學) (currently known as Jiangsu Open University (江蘇開放大學)) in 1988 with a major in industrial accounting. Since 2001, she has been a member of the Chinese Institute of Certified Public Accountants (中國註冊會計師協會). Prior to joining the Company, Ms. Ju has over 45 years of experience in auditing and accounting, financial advisory and tax advisory. Ms. Ju served as the principal of Pengsheng CPA Changzhou LLP (Special General Partnership)* (鵬盛會計師事務所(特殊普通合夥)常州分所) from September 2020 to November 2025. Prior to that, she served as the principal of Changzhou Kairui Tax Advisory Limited* (常州開瑞稅務師事務所有限公司) from January 2008 to November 2020. Further, Ms. Ju was appointed as an independent director of Jiangsu Changbao Steel Tube Limited (江蘇常寶鋼管股份有限公司) (stock code: 2478), (a company listed on the Shenzhen Stock Exchange) since September 2023.

SENIOR MANAGEMENT'S PROFILE

Mr. Huang Zhengou (黃正歐先生), aged 64, was appointed as the deputy general manager and head of production management centre of Nanfang Communication in 2016. He joined Nanfang Communication in November 2012 as a technical supervisor (技術總監) and was appointed as general manager of the manufacturing and operation centre of Nanfang Communication in December 2017. Mr. Huang is mainly responsible for the overall manufacturing and operation management and research and development of new products of the Group. Mr. Huang graduated from Yangzhou Industry Technical College (揚州工業專科學校) in December 1981 with major in machinery manufacturing. Mr. Huang completed machinery design and manufacturing courses at Mechanical Engineer Further Education University (機械工程師進修大學) in October 1989. Mr. Huang is a qualified senior engineer (高級工程師).

Prior to joining the Group, Mr. Huang worked for Yangzhou Tianhong Optical Cable Co., Ltd (揚州天虹光纜有限公司), a company which principally engages in production of optical fibre cables and electrical cables, as the chief engineer between 1994 and 2007. Between 2007 and 2012, Mr. Huang served as chief engineer at Hubei Kaile Science and Technology Company Limited (湖北凱樂科技股份有限公司), a company which principally engages in production of optical fibre cables.

Mr. Zhu Xiaolei (朱曉雷先生), aged 57, was appointed as our general manager in sales in March 2016. Mr. Zhu joined the Group as a sales personnel in May 1997. Mr. Zhu is mainly responsible for supervising the overall sales strategies and bidding process of the Group. Mr. Zhu completed a three-year professional study in economic management from Cadre Correspondence School of CPC Jiangsu Provincial Party School (中共江蘇省委黨校幹部函授學院) in July 2008.

Prior to joining the Group, Mr. Zhu worked as a branch manager at Jiangsu Shinco Electronics Group Company Limited (江蘇新科電子集團有限公司), a company which principally engages in production of consumer electronic products, between 1991 and 1996.

* *For identification purpose only*

Directors' and Senior Management's Profile

Mr. Dong Zhonggang (董仲剛先生), aged 44, joined Nanfang Communication in September 2017 and was appointed as a project manager. Mr. Dong is also a director of Nanfang IT. He is responsible for the research and development of the Group's optical distribution network products. He graduated from Wuhan University of Science and Technology in July 2003 and majored in industrial and civil construction engineering.

Prior to joining the Group, Mr. Dong worked for Shenzhen Maikexing Communication Equipment Co., Ltd. (深圳邁科星通信設備有限公司) as a design engineer and manager of its technology department between 2004 and 2009. From 2009 to 2017, he worked for Zhongtian Broadband Technology Co., Ltd. (中天寬帶技術有限公司) as manager of its technology department, manager of its production department and manager of its research and development department.

Mr. Ge Yuelai (葛月來先生), aged 56, joined Nanfang Communication in July 2018. He is currently the Group's manufacturing and operation director and responsible for its manufacturing and operation management. From July 2018 to August 2020, he served as the Group's quality control director and was responsible for its quality management. He graduated from Jiangsu Hydro Project Training School (江蘇水利工程專科學校) in July 1991 and majored in electrical engineering.

Mr. Ge has over 20 years of experience in the optical fibre cable industry. He held various positions with Yangzhou Tianhong Optical Fibre Cable Co., Ltd. (揚州天虹光纜有限公司) from July 1997 to May 2006. From June 2006 to March 2008, he served as manager of the Group's optical fibre cable business unit. From April 2008 to April 2018, he worked for Yangzhou Ouhua Automation System Engineering Company (揚州市歐化自動化系統工程公司) as a manager.

Ms. Lo Moon Fong (羅滿芳女士), aged 50, was appointed as the company secretary and finance manager in June 2016. She is responsible for financial reporting and compliance of the Group. Ms. Lo graduated with a bachelor degree in business administration from the Hong Kong University of Science and Technology in November 1998. She is a member of the Hong Kong Institute of Certified Public Accountants ("**HKICPA**") and is a Certified Financial Planner.

Ms. Lo has over 20 years of experience in the accounting, tax and finance industry. Between August 1998 and October 2006, Ms. Lo worked in PricewaterhouseCoopers Limited in Hong Kong, specialising in tax services. Ms. Lo was the company secretary of New City Development Group Limited (stock code: 456), whose shares are listed on the Main Board of the Stock Exchange, between April 2012 and July 2015.

The Board is pleased to present the annual report and the audited consolidated financial statements of the Group for the year ended 31 December 2025.

PRINCIPAL ACTIVITIES

The Company is an investment holding company. The Group is principally engaged in manufacturing and sales of optical fibre cables and related devices in the PRC as well as processing and sales of prepainted steel sheets. Details of the principal activities of its subsidiaries are set out in note 36 to the consolidated financial statements.

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 December 2025 and the Group's financial position at that date are set out in the consolidated financial statements of the Group on pages 54 to 130 of this report.

The Board did not recommend the payment of a final dividend for the year ended 31 December 2025 to shareholders of the Company.

BUSINESS REVIEW

Details of which are set out in the paragraph headed "Chairman's Statement" on page 6 and under the section headed "Management Discussion and Analysis", which form part of this report of the Directors.

MAJOR CUSTOMERS AND SUPPLIERS

During the Year, the Group's five largest suppliers contributed approximately 57.1% of the Group's total purchase. The Group held 49% equity interest in Nanfang Optic, being the largest supplier of the Group, has contributed approximately 34.4% of the Group's total purchase.

The Group sold products directly to customers which included the Major PRC Telecommunication Network Operators. The largest customer has accounted for approximately 57.2% of the total sales. The Group's five largest customers contributed approximately 96.8% of the Group's total sales. Save as disclosed above, none of the Directors, their respective close associates or any shareholder of the Company (which to the knowledge of the Directors owns more than 5% of the Company's issued share capital) have any interest in any of the Group's five largest customers and suppliers.

SHARE CAPITAL

Details of the movement of share capital of the Company are set out in note 29 to the consolidated financial statements.

DISTRIBUTABLE RESERVES

As at 31 December 2025, the Company's reserves available for distribution amounted to approximately RMB264,641,000. Please refer to note 37 to the consolidated financial statements for more details.

Report of the Directors

DIRECTORS

The Directors during the Year were:

Executive Directors	:	Mr. Shi Ming *(Chief executive officer)* Ms. Yu Rumin (appointed as chairman with effect from 1 July 2025) Ms. Yu Ruping
Non-executive Director	:	Mr. Yu Jinlai (ceased to act as chairman with effect from 1 July 2025)
Independent non-executive Directors	:	Mr. Wu Wing Kuen (passed away on 17 February 2025) Mr. Chan Kai Wing Mr. Liu Cheng Yi Ms. Ju Hefeng (appointed with effect from 1 August 2025)

In accordance with the articles of association of the Company (the "**Articles**"), Mr. Yu Jinlai, Mr. Shi Ming and Mr. Chan Kai Wing and Ms. Ju Hefeng shall retire from office and, being eligible, offer themselves for re-election at the forthcoming annual general meeting of the Company (the "**AGM**").

The Company has received annual confirmation of independence from each of the independent non-executive Directors and as at the date of this report still considers them to be independent.

DIRECTORS' SERVICE CONTRACTS

Each of the executive Directors has entered into a service agreement with the Company for a term of three years, which will be renewed for another term of three years upon the date of expiry of the three-year period. Such service agreements may be terminated in accordance with the terms contained therein.

Except Ms. Ju Hefeng, the letters of appointment for the non-executive Director and each of the independent non-executive Directors expired in December 2025. Upon the expirations, the non-executive Director and each of the independent non-executive Directors entered into a letter of appointment for a term of one year with the Company in December 2025. Ms. Ju Hefeng entered into a letter of appointment for a term of one year with the Company in August 2025.

All the Directors are subject to retirement by rotation and re-election at an annual general meeting at least once every three years in accordance with the Articles.

Save as disclosed in this report, no Director has a service contract that is not determinable within one year without payment of compensation, other than statutory compensation.

Each of the executive Directors is entitled to a basic remuneration pursuant to their respective service agreement which is determined with reference to their responsibilities, experience, performance and the prevailing market conditions. In addition, each of them is entitled to a bonus of such amount as the Board may determine in respect of each complete financial year of the Company and other benefits.

Each of the non-executive Director and independent non-executive Directors is entitled to a remuneration pursuant to their respective letter of appointment, which is determined with reference to their responsibilities, experience, performance and the prevailing market conditions.

DIRECTORS' AND CONTROLLING SHAREHOLDERS' INTERESTS IN COMPETING BUSINESS

Save for their respective interests in the Group, none of the Directors and controlling shareholders of the Company was interested in any business which competes or is likely to compete with the businesses of the Group during the Year and up to the date of this report.

CONTROLLING SHAREHOLDERS' INTEREST IN CONTRACTS

Save as the related party transactions disclosed in note 34 to the consolidated financial statements, there was no contract of significance to which the Company or its holding company or any of its subsidiaries was a party and in which any of the controlling shareholder (as defined in the Listing Rules) had a material interest subsisted at the end of the Year or at any time during the Year.

NON-COMPETITION UNDERTAKING BY CONTROLLING SHAREHOLDERS

Each of the controlling shareholders has made an annual declaration in respect of their compliance with the terms of non-competition undertaking. Details of the non-competition undertaking are set out in the section headed "Relationship with Controlling Shareholders" of the Company's prospectus dated 30 November 2016 (the "**Prospectus**").

Directors' interest in contracts

Save as disclosed in the Prospectus and this report, there was no transaction, arrangement or contract of significance to which the Company or its holding company or any of its subsidiaries was a party and in which a Director or an entity connected with a Director had a material interest subsisted at the end of the Year or at any time during the Year.

Management Contracts

No contracts, other than a contract of service with any executive Director or any person engaged under the full-time employment of the Company, concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year ended 31 December 2025.

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2025, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be (a) notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which the Directors and the chief executive of the Company were deemed or taken to have under such provisions of the SFO); or (b) recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO; or (c) notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "**Model Code**") were as follows:

Interests in the shares and underlying shares of the Company

Name of Director	Nature of interest	Number of shares or underlying shares held (1)	Approximate % of shareholding
Ms. Yu Rumin (2)	Founder of a discretionary trust (2)	840,000,000 (L)	51.65
	Interest of spouse (4)	56,184,000 (L)	3.46
	Beneficial owner	14,784,000 (L)	0.91
Mr. Yu Jinlai (3)	Beneficiary of a discretionary trust (3)	840,000,000 (L)	51.65
Ms. Yu Ruping (3)	Beneficiary of a discretionary trust (3)	840,000,000 (L)	51.65
	Beneficial owner	14,784,000 (L)	0.91
Mr. Shi Ming	Interests of spouse (4)	854,784,000 (L)	52.56
	Beneficial owner	56,184,000 (L)	3.46

Notes:

(1) The letter "L" denotes the person's "long position" (as defined under Part XV of the SFO) in the relevant shares.

(2) Pacific Mind owned 840,000,000 Shares, representing 51.65% of the total number of the Shares. The issued share capital of Pacific Mind is directly owned by UBS Nominee Limited, a company incorporated in the Island of Jersey, being the nominee, holding the entire issued share capital of Pacific Mind for UBS TC (Jersey) Limited ("**Trustee**"). The Trustee is a trustee of a discretionary trust ("**Family Trust**") set up by Ms. Yu Rumin for which it acts as the trustee and Ms. Yu Rumin, her family members and any persons being approved are the beneficiaries. Ms. Yu Rumin as founder of the Family Trust is taken to be interested in the 840,000,000 Shares held by Pacific Mind by virtue of Part XV of the SFO.

(3) The Shares were held by Pacific Mind in the capacity of a legal beneficial owner. Since each of Mr. Yu Jinlai and Ms. Yu Ruping is a beneficiary of the family trust, each of Mr. Yu Jinlai and Ms. Yu Ruping was deemed to be interested in the shares held by Pacific Mind under the SFO.

(4) Mr. Shi Ming and Ms. Yu Rumin are spouse of each other. Therefore, they are deemed under the SFO to be interested in the Shares held by each other.

Save as disclosed above, as at 31 December 2025, none of the Directors or chief executive of the Company and their respective associates had any interest or short position in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which had to be (a) notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he/she was taken or deemed to have under such provisions of the SFO); or (b) recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or which were required, pursuant to the Model Code; or (c) notified to the Company and the Stock Exchange.

SHARE OPTION SCHEME

Pursuant to written resolutions passed on 24 November 2016, the Company adopted a share option scheme (the "**Share Option Scheme**"). The Share Option Scheme is valid for a period of 10 years commencing on 24 November 2016. At the annual general meeting of the Company held on 29 June 2022, the scheme mandate limit of the Share Option Scheme has been refreshed which was fully utilised in 2022. The purpose of the Share Option Scheme is to enable the Group to grant options to selected participants as incentives or rewards for their contribution to the Group.

Under the Share Option Scheme, the board of Directors may, at its discretion, grant options to subscribe for shares of the Company to eligible participants ("**Eligible Participant(s)**") who contribute to the long-term growth and profitability of the Company. Eligible Participants include (i) any employee (whether full-time or part-time including any executive Director but excluding any non-executive Director) of the Company, any of its subsidiaries or any entity ("**Invested Entity**") in which any member of the Group holds an equity interest; (ii) any non-executive Directors (including independent non-executive Directors) of the Company, any of its subsidiaries or any Invested Entity; (iii) any supplier of goods or services to any member of the Group or any Invested Entity; (iv) any customer of any member of the Group or any Invested Entity; (v) any person or entity that provides research, development or other technological support to any member of the Group or any Invested Entity; (vi) any shareholder of any member of the Group or any Invested Entity or any holder of any securities issued by any member of the Group or any Invested Entity; (vii) any adviser (professional or otherwise) or consultant to any area of business or business development of any member of the Group or any Invested Entity; and (viii) any other group or classes of participants who have contributed or may contribute by way of joint venture, business alliance or other business arrangement to the development and growth of the Group. The maximum number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option schemes adopted by the Group shall not exceed 30% of the share capital of the Company in issue from time to time. The total number of shares which may be allotted and issued upon exercise of all options to be granted under the Share Option Scheme and any other share option of the Group must not in aggregate exceed 10% of the shares in issue as at the date of passing of the relevant resolution adopting the Share Option Scheme.

The maximum entitlement of each Eligible Participant under the Share Option Scheme shall be:

(a) Subject to paragraph (b) below, the total number of Shares allotted and issued and which may fall to be allotted and issued upon exercise of the options and the options granted under any other share option scheme of the Group (including both exercised or outstanding options) to each Eligible Participant in any 12-month period shall not exceed 1% of the issued share capital of the Company for the time being. Where any further grant of options to an Eligible Participant under the Share Option Scheme would result in the Shares allotted and issued and to be allotted and issued upon exercise of all options granted and proposed to be granted to such person (including exercised, cancelled and outstanding options) under the Share Option Scheme and any other share option schemes of the Group in the 12-month period up to and including the date of such further grant representing in aggregate over 1% of the Shares in issue, such further grant is subject to the shareholders' approval; and

(b) Share options granted to a Director, chief executive or substantial shareholder of the Company, or to any of their associates, are subject to approval in advance by the independent non-executive Directors. In addition, any share options granted to a substantial shareholder or an independent non-executive Director, or to any of their associates, in excess of 0.1% of the ordinary shares of the Company in issue at any time and with an aggregate value (based on the price of the Company's ordinary shares at the date of the grant) in excess of HK$5,000,000, within any twelve-month period, are subject to shareholders' approval in advance in a general meeting.

The offer of a grant of share options may be accepted within 21 days from the date of the offer, upon payment of a nominal consideration of HK$1 in total by the grantee. The exercise period of the share options granted is determinable by the Directors, save that such period shall not be more than ten years from the date of the offer of the share options, subject to the provisions for early termination as set out in the Share Option Scheme. Unless otherwise determined by the Directors at their absolute discretion, there is no requirement of a minimum period for which an option must be held before an option can be exercised. In addition, there is no performance target which must be achieved before any of the options can be exercised.

The exercise price of the share options is determinable by the Directors, but may not be less than the highest of (i) the Stock Exchange closing price of the Company's ordinary shares on the date of the offer of the share options; (ii) the average Stock Exchange closing price of the Company's ordinary shares for the five business days immediately preceding the date of the offer; and (iii) the nominal value of the Company's ordinary shares on the date of the offer.

For details of the movements in the share options granted and exercised during the Reporting Period, please refer to the "Employees, remuneration policies and Share Option Scheme" section under the Management Discussion and Analysis in this report.

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

At no time during the Year was the Company or any of its subsidiaries a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate, and neither the Directors nor any of their spouse or children under the age of 18, had any rights to subscribe for the securities of the Company, or exercised any such rights.

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSON'S INTEREST IN SHARES AND UNDERLYING SHARES

So far as is known to any Directors or chief executive of the Company, as at 31 December 2025, other than the interests and short positions of the Directors or chief executive of the Company as disclosed above, the following persons had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO, or as otherwise notified to the Company and the Stock Exchange:

Interests in the shares and underlying shares of the Company

Name	Nature of interest	Number of shares or underlying shares held [1]	Approximate % of shareholding
Pacific Mind Development Limited [2]	Beneficial owner	840,000,000 (L)	51.65
UBS TC (Jersey) Limited [2]	Trustee	840,000,000 (L)	51.65
UBS Nominee Limited [2]	Interested in controlled corporation	840,000,000 (L)	51.65
Mr. Yu Jianguang [3]	Interest of spouse	854,784,000 (L)	52.56

Notes:

(1) The letter "L" denotes the person's "long position" (as defined under Part XV of the SFO) in the relevant shares.

(2) Pacific Mind owned 840,000,000 Shares, representing 51.65% of the total number of the Shares. The issued share capital of Pacific Mind is directly owned by UBS Nominee Limited, a company incorporated in the Island of Jersey, being the nominee holding the entire issued share capital of Pacific Mind for the Trustee in respect of the Family Trust. The Trustee is a trustee of the Family Trust set up by Ms. Yu Rumin for which it acts as the trustee and Ms. Yu Rumin, her family members and any persons being approved are the beneficiaries.

(3) Mr. Yu Jianguang is the spouse of Ms. Yu Ruping and is therefore deemed under the SFO to be interested in the Shares held by Ms. Yu Ruping.

Save as disclosed above, as at 31 December 2025, there was no other person (other than the Directors or chief executive of the Company) who had an interest or short position in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO, or as otherwise notified to the Company and the Stock Exchange.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and to the best of the knowledge of the Directors, the Company has maintained a sufficient public float as at 31 December 2025 and up to the date of this report.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

During the year ended 31 December 2025, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's shares.

TAX RELIEF AND EXEMPTION

The Company is not aware of any tax relief and exemption available to shareholders by reason of their holding of the Company's securities.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Articles, or the laws of the Cayman Islands, being the jurisdiction in which the Company was incorporated.

PERMITTED INDEMNITY PROVISION

The Company has arranged for liability insurance cover to indemnify the Board against liability for compensation arising from their corporate activities. Purchase of liability insurance can enhance the Company's ability to reduce exposure to risks. The insurance coverage is reviewed by the Company on an annual basis. Save as disclosed in this report, no permitted indemnity provision (whether made by the Company or otherwise) is in force for the benefit of one or more Directors.

DONATION

During the year ended 31 December 2025, the Group made charitable and other donations amounting to approximately RMB122,000 (2024: approximately RMB1,448,000).

EVENTS AFTER THE REPORTING PERIOD

Redevelopment Project

As disclosed in the voluntary announcement of the Company dated 15 October 2025, the Company will establish a Nanfang Science and Technology Ecological Industrial Park* (南方科技生態產業園) by renovating and redeveloping the Company's former factory sites in Changzhou City, Jiangsu Province, the PRC (the "**Redevelopment Project**").

As disclosed in the announcement of the Company dated 13 February 2026, Nanfang Communication (an indirect wholly-owned subsidiary of the Company) entered into a construction contract with Jiangsu Xinxia Construction Limited* (江蘇鑫廈建設有限公司) for the provision of construction work and construction labour for the Redevelopment Project at the construction fee of RMB38.25 million. Based on the construction schedule of the Redevelopment Project, Nanfang Communication will pay approximately RMB2.1 million as the infrastructure facilities fee in relation to the Redevelopment Project levied by the Housing and Urban-Rural Development Bureau of Wujin District* (武進區住房和城鄉建設局) by the end of February 2026. The transaction contemplated under the construction contract and payment of the infrastructure facilities fee are aggregated transactions and constitute a disclosable transaction under the Listing Rules upon aggregation.

* *For identification purpose only*

For details of the Redevelopment Project, please refer to the Company's announcements dated 15 October 2025 and 13 February 2026.

Save as disclosed in this report, after the Reporting Period and up to the date of this report, there was no significant event relevant to the business or financial performance of the Group that came to the attention of the Directors.

CLOSURE OF BOOK FOR REGISTER OF MEMBERS

For determining the entitlement of the shareholders of the Company to attend and vote at the AGM, the register of members of the Company will be closed from 18 June 2026 (Thursday) to 24 June 2026 (Wednesday) (both days inclusive), during which period no transfer of shares of the Company will be effected.

To qualify for attending and voting at the AGM, all transfer documents accompanied by the relevant share certificates should be lodged for registration with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on 17 June 2026 (Wednesday). The record date will be on 24 June 2026 (Wednesday).

AUDITOR

BDO Limited shall retire in the forthcoming AGM and, being eligible, will offer themselves for reappointment. A resolution will be proposed the forthcoming AGM to re-appoint BDO Limited as auditor of the Company.

On behalf of the Board

Yu Rumin
Chairman

30 March 2026, Hong Kong

Corporate Governance Report

CORPORATE GOVERNANCE PRACTICES

The Company is committed to maintaining a high standard of corporate governance and believes that good corporate governance can (i) enhance management effectiveness and efficiency; (ii) increase the management transparency of the Company; (iii) enhance risk management and internal control of the Company; and (iv) safeguard the interests of the shareholders of the Company and the Company as a whole.

The Company has adopted the Corporate Governance Code (the "**CG Code**") as set out in Appendix C1 to the Listing Rules as its own code of corporate governance practices. The Company has complied with the applicable code provisions as set out in the CG Code during the year ended 31 December 2025, save and except for the deviation from the provision B.2.3 of the CG Code which is explained below.

Under the CG Code provision B.2.3, if an independent non-executive director serves more than nine years on the Board, his further appointment should be subject to a separate resolution to be approved by the shareholders of the Company. Mr. Chan Kai Wing, the independent non-executive Director of the Company, has served more than nine years on the Board. Mr. Chan was appointed as an independent non-executive Director on 24 November 2016 and the length of tenure of Mr. Chan up to the date of this report was over 9 years. In accordance with the articles of association of the Company, Mr. Chan retired from office by rotation at the annual general meeting of the Company held on 18 June 2024 (the "**2024 AGM**") and was re-elected by an ordinary resolution of the shareholders of the Company at the 2024 AGM. Mr. Chan had served as a member of the audit committee (the "**Audit Committee**") for more than 6 years, has been serving as the chairman of the Audit Committee for more than 3 years, and possesses the appropriate professional qualifications as required under Rule 3.10(2) and 3.21 of the Listing Rules. Equipped with his extensive understanding and knowledge of the Company's operations and business, Mr. Chan has expressed balanced and objective views at the Board meetings over the past years. He actively attended Board meetings and general meetings of shareholders and has demonstrated a firm commitment to his role. The nomination committee (the "**Nomination Committee**") (other than Mr. Chan) and the Board (other than Mr. Chan) consider that the long service of Mr. Chan would not affect his exercise of independent judgement and are satisfied that Mr. Chan has the ability to contribute to the Board objectively as an independent non-executive Director.

In view of the above, the Board (other than Mr. Chan) considers Mr. Chan to have the character, integrity, independence and experience to continue fulfilling his role as an independent non-executive Director effectively. Mr. Chan has offered himself for re-election and a separate resolution will be proposed for his re-election at the AGM to be held on 24 June 2026.

The Company will continue to review and enhance its corporate governance practices to ensure compliance with the CG Code.

As disclosed in announcements of the Company dated 20 February 2025 and 22 May 2025, following the passing away of the late Mr. Wu Wing Kuen on 17 February 2025, (i) the number of independent non-executive Directors fell short of the minimum number required under Rule 3.10(1) of the Listing Rules; (ii) the number of members in the Audit Committee fell short of the minimum number of members as required under Rule 3.21 of the Listing Rules; and (iii) the remuneration committee of the Company ("**Remuneration Committee**") was not chaired by an independent non-executive Director and the composition of the Remuneration Committee fell below the requirement for majority of independent non-executive Directors under Rule 3.25 of the Listing Rules.

Following the appointment of Mr. Yu Jinlai as a member of the Audit Committee and the appointment of Mr. Liu Cheng Yi as the chairman of the Remuneration Committee with effect from 21 March 2025, the Company has complied with the requirements under Rules 3.11, 3.21, 3.23 and 3.27 of the Listing Rules as at the date of this report.

Following the appointment of Ms. Ju Hefeng as an independent non-executive Director of the Company on 1 August 2025, the Board comprises three independent non-executive Directors, hence the Company has complied with the requirement under Rule 3.10(1) of the Listing Rules as at the date of this report.

CHANGE IN THE INFORMATION OF DIRECTORS AND BOARD COMMITTEES

The changes in the information of Directors and Board Committees (as defined below) of the Company pursuant to Rule 13.51B(1) of the Listing Rules during the year ended 31 December 2025 are set out below:

(a) The late Mr. Wu Wing Kuen, who was an independent non-executive Director of the Company, a member of the Audit Committee and the chairman of the Remuneration Committee, passed away on 17 February 2025;

(b) Mr. Liu Cheng Yi, an existing independent non-executive Director of the Company, was appointed as the chairman of the Remuneration Committee with effect from 21 March 2025;

(c) Mr. Yu Jinlai, an existing non-executive Director of the Company, was appointed as a member of the Audit Committee with effect from 21 March 2025 and ceased to be a member of Audit Committee with effect from 1 August 2025. Mr. Yu ceased to be the chairman of the Board and the chairman of the Nomination Committee with effect from 1 July 2025;

(d) Ms. Yu Rumin, an existing executive Director of the Company, was appointed as the chairman of the Board and the chairman of the Nomination Committee with effect from 1 July 2025; and

(e) Ms. Ju Hefeng was appointed as an independent non-executive Director of the Company and a member of the Audit Committee with effect from 1 August 2025.

For details, please refer to the announcements of the Company dated 20 February 2025, 21 March 2025, 30 June 2025 and 1 August 2025.

COMPLIANCE WITH THE MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS OF LISTED ISSUERS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers contained in Appendix C3 to the Listing Rules (the "**Model Code**") as its own code of conduct regarding securities transactions by the Directors. The Company, after making specific inquiries to all Directors, save for the late Mr. Wu Wing Kuen has not replied to the Company before his passing away, confirmed that all of them have complied with the required standards in the Model Code for the year ended 31 December 2025 and up to the date of this report.

PUBLICATION OF THE ANNUAL REPORT

The Company's 2025 annual report will be despatched to the Company's shareholders on or before 29 April 2026 (Wednesday) and will be available at the website of each of the Stock Exchange (www.hkexnews.hk) and the Company (www.jsnfgroup.com). The printed copy of the Company's 2025 annual report will only be mailed to the Company's shareholders who have made such request. For details of the arrangement, please refer to the "New Arrangements on Dissemination of Corporate Communications" dated 4 March 2024 published by the Company on the websites of each of the Stock Exchange and the Company.

ANNUAL GENERAL MEETING

The AGM will be held on 24 June 2026 (Wednesday) and the Notice of AGM will be published and despatched in the manner as required by the Listing Rules.

Corporate Governance Report

THE BOARD OF DIRECTORS WITH THEIR ATTENDANCE RECORDS

	No. of meetings attended/No. of meetings held					
	Board	Audit Committee	Remuneration Committee	Nomination Committee	AGM	EGM
Executive Directors						
Mr. Shi Ming *(chief executive officer)*	9/9	N/A	N/A	N/A	1/1	1/1
Ms. Yu Rumin *(chairman) (Note 1)*	9/9	N/A	3/3	2/2	1/1	1/1
Ms. Yu Ruping	9/9	N/A	N/A	N/A	1/1	1/1
Non-executive Director						
Mr. Yu Jinlai *(Note 2)*	9/9	1/1	N/A	1/1	1/1	1/1
Independent non-executive Directors						
Mr. Wu Wing Kuen *(Note 3)*	N/A	N/A	N/A	N/A	N/A	N/A
Mr. Chan Kai Wing	9/9	2/2	3/3	3/3	1/1	1/1
Mr. Liu Cheng Yi	9/9	2/2	3/3	3/3	1/1	1/1
Ms. Ju Hefeng *(Note 4)*	4/4	1/1	N/A	N/A	N/A	1/1

Notes:

1. Ms. Yu Rumin was appointed as the chairman of the Board and the chairman of the Nomination Committee with effect from 1 July 2025.

2. Mr. Yu was appointed as a member of the Audit Committee with effect from 21 March 2025 and ceased to be a member of Audit Committee with effect from 1 August 2025. Mr. Yu ceased to be the chairman of the Board and the chairman of the Nomination Committee with effect from 1 July 2025.

3. Mr. Wu passed away on 17 February 2025.

4. Ms. Ju was appointed as an independent non-executive Director with effect from 1 August 2025.

Biographical details (including age, gender, length of service and the relationships between the Board members) of the Board members are set out on pages 20 to 23 of this report.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Pursuant to the Code Provision C.2.1 of the CG Code, the roles of the chairman and the chief executive officer should be separate and should not be performed by the same individual. The division of responsibilities between the chairman and the chief executive officer should be clearly established and set out in writing. The roles of the chairman and the chief executive officer of the Company are separated and exercised by Mr. Yu Jinlai and Mr. Shi Ming respectively prior to 1 July 2025. Following the appointment of Ms. Yu Rumin as the chairman with effect from 1 July 2025, the roles of the chairman and the chief executive officer of the Company are separated and exercised by Ms. Yu Rumin and Mr. Shi Ming respectively.

As at the date of this report, Ms. Yu Rumin serves as the chairman of the Company and is responsible for overseeing the Group's business development. Mr. Shi Ming serves as the chief executive officer of the Company and is responsible for overseeing the Group's overall management and operations, investment strategies and business development.

INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has acknowledged Rule 3.10(1) of the Listing Rules to appoint at least three independent non-executive Directors and with Rule 3.10A to have such number of independent non-executive Directors representing at least one-third of the Board, together with the requirements of Rule 3.10(2) of the Listing Rules stipulating that at least one of the independent non-executive Directors must have appropriate professional qualifications or accounting or related financial management expertise. The Board considers that each independent non-executive Director is independent in character and judgment and that they all meet the specific independence criteria as required by the Listing Rules.

As disclosed in the announcements of the Company dated 20 February 2025 and 22 May 2025, following the passing away of the late Mr. Wu Wing Kuen, the number of independent non-executive Directors fell short of the minimum number required under Rule 3.10(1) of the Listing Rules prior to the appointment of Ms. Ju Hefeng as an independent non-executive Director of the Company on 1 August 2025.

Following the appointment of Ms. Ju Hefeng as an independent non-executive Director of the Company on 1 August 2025, the Board comprises three independent non-executive Directors, hence the Company has complied with the requirement under Rule 3.10(1) of the Listing Rules as at the date of this report.

Save for the late Mr. Wu Wing Kuen has not submitted his annual continuation of independence to the Company before his passing away, the Company has received from each independent non-executive Director an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules and the Company still considers such Directors to be independent.

DIRECTORS' RE-ELECTION

Code Provision B.2.2 of the CG Code states that every Director, including those appointed for a specific term, shall be subject to retirement by rotation at least once every three years. The executive Directors are appointed for a specific term of three years while the non-executive Director and the independent non-executive Directors are appointed for a specific term of one year. Each of the Director is subject to retirement by rotation at least once every three years. The Articles require that at each annual general meeting at least one-third of the Directors shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years.

In accordance with the Articles, Mr. Yu Jinlai, Mr. Shi Ming, Mr. Chan Kai Wing and Ms. Ju Hefeng shall retire from office, and, being eligible, offer themselves for re-election at the forthcoming AGM.

ROLES AND RESPONSIBILITIES OF THE BOARD AND MANAGEMENT

The Board is responsible for leadership and control of the Group. The Board oversees the Group's business operation, strategic development and financial performance. Directors of the Board take decisions objectively in the interests of the Group. All Board members have a broad range of valuable business experience and competence to contribute to the Board.

The Board delegates the authority and responsibility for implementing day-to-day operations, business strategies and management of the Group's business to the executive Directors, senior management and certain specific responsibilities to the Board Committees (as defined below).

Corporate Governance Report

CORPORATE GOVERNANCE FUNCTION

The Board is responsible for, amongst other things, developing and reviewing the policies and practices on corporate governance of the Group and monitoring the compliance with legal and regulatory requirements, reviewing and monitoring the training and continuous professional development of Directors and senior management, and reviewing the Group's compliance with the CG Code and disclosure in this report.

Board Independence

The Company recognises that independence of the Board is of utmost importance in ensuring good corporate governance and Board effectiveness. The Board has established mechanisms to ensure independent views and inputs are available to the Board when the duties are discharged. Such mechanisms include:

1. Assessment of independence and qualification of potential Director candidate by the nomination committee before recommendation is made to the Board;

2. Annual evaluation of trainings undertaken by each of the Director during the financial year;

3. Obtaining advice from external advisers when and where required;

4. A Director (including an independent non-executive Director) who has a material interest in a contract, arrangement or other proposal shall not vote or be counted in the quorum on any Board resolution approving the same; and

5. The chairman of the Board meets with the independent non-executive Directors annually without the presence of the executive Director and non-executive Directors.

The Board conducts an annual evaluation of its performance and it is of the view that the Board has diligently discharged its duties for the financial year ended 31 December 2025.

DIRECTORS' CONTINUOUS PROFESSIONAL DEVELOPMENT

According to Code Provision C.1.4 of the CG Code, all Directors should participate in continuous professional development to develop and refresh their knowledge and skills to ensure that their contribution to the Board remains informed and relevant. Each newly appointed Director would receive an induction package covering the Group's businesses and the statutory and regulatory obligations of a director of a listed company.

All Directors have participated in continuous professional development and provided a record of training they received for the financial year ended 31 December 2025 to the Company.

The Company has also continuously updated the Directors on the latest developments regarding the Listing Rules and other applicable regulatory requirements, to ensure compliance and enhance their awareness of good corporate governance practices.

Save for the late Mr. Wu Wing Kuen has not submitted his individual training record to the Company before his passing away, the Company has received from each Director an individual training record for the year ended 31 December 2025, which is summarized below:

Names of Directors	Attending or participating in seminars/conferences/ corporate events or visits/ reading relevant to the business/Directors' duties
Executive Directors	
Mr. Shi Ming *(Chief executive officer)*	✔
Ms. Yu Rumin *(Chairman) (Note 1)*	✔
Ms. Yu Ruping	✔
Non-executive Director	
Mr. Yu Jinlai *(Note 2)*	✔
Independent non-executive Directors	
Mr. Wu Wing Kuen (passed away on 17 February 2025)	N/A
Mr. Chan Kai Wing	✔
Mr. Liu Cheng Yi	✔
Ms. Ju Hefeng (appointed with effect from 1 August 2025)	✔

Notes:

1. Ms. Yu Rumin was appointed as the chairman of the Board with effect from 1 July 2025.

2. Mr. Yu ceased to be the chairman of the Board with effect from 1 July 2025.

Ms. Ju Hefeng was appointed as an independent non-executive Director of the Company with effect from 1 August 2025. She had obtained legal advice relating to director's duties and responsibilities under applicable laws and regulations from a law firm qualified to advise on Hong Kong law pursuant to Rule 3.09D of the Listing Rules, and had confirmed that she understood her obligations as a Director of the Company.

BOARD COMMITTEES

The Board has established three committees, namely Audit Committee, Remuneration Committee and Nomination Committee (collectively, "**Board Committees**"), to oversee different aspects of the Group's affairs and to assist in the execution of the Board's responsibilities.

A. AUDIT COMMITTEE

Our Company established the Audit Committee on 24 November 2016 in compliance with Rule 3.21 of the Listing Rules. Written terms of reference in compliance with paragraph D.3.3 of the CG Code and Corporate Governance Report as set out in Appendix C1 to the Listing Rules have been adopted. The primary roles of the Audit Committee include, but are not limited to, (a) making recommendations to the Board on the appointment, reappointment and removal of the external auditor, and approving the remuneration and terms of engagement of the external auditor, and any questions of its resignation or dismissal; (b) monitoring integrity of the financial statements and annual report and accounts, half-year report and, if prepared for publication, quarterly reports, and reviewing significant financial reporting judgements contained in them; (c) reviewing the financial controls, internal control and risk management systems; (d) reviewing and monitoring the external auditor's independence and objectivity and the effectiveness of the audit process in accordance with applicable standard; and (e) developing and implement policy on engaging an external auditor to supply non-audit services. As at the date of this report, the Audit Committee consists of three independent non-executive Directors namely, Mr. Chan Kai Wing, Mr. Liu Cheng Yi and Ms. Ju Hefeng. Mr. Chan Kai Wing is the chairman of the Audit Committee, and he possesses the appropriate professional qualifications as required under Rule 3.10(2) and 3.21 of the Listing Rules. The quorum of meetings of the Audit Committee shall be any two members. The terms of reference of the Audit Committee are currently made available on the websites of the Stock Exchange and the Company.

The Audit Committee will hold at least two meetings a year and will also meet the external auditor at least twice a year without the presence of the executive Directors. Terms of reference adopted by the Audit Committee are aligned with the Code Provisions set out in the CG Code.

During the year ended 31 December 2025, the Audit Committee held two meetings. Each committee meeting has been supplied with information of the Company, including but not limited to, the necessary financial information of the Group for members to consider, review and assess significant issues arising from the work conducted.

B. REMUNERATION COMMITTEE

Our Company established the Remuneration Committee on 24 November 2016 in compliance with Rule 3.25 of the Listing Rules. Written terms of reference in compliance with E.1.2 of the CG Code have been adopted. The primary roles of the Remuneration Committee include, but are not limited to, (a) making recommendations to the Board on the policy and structure for the remuneration of all of the Directors and senior management personnel and on the establishment of a formal and transparent procedure for developing remuneration policy; (b) reviewing and approving the management's remuneration proposals with reference to the Board's corporate goals and objectives; and (c) making recommendations to the Board on the remuneration of non-executive Directors. As at the date of this report, the Remuneration Committee consists of one executive Director and two independent non-executive Directors, namely, Ms. Yu Rumin, Mr. Chan Kai Wing and Mr. Liu Cheng Yi respectively. Mr. Liu Cheng Yi is the chairman of the Remuneration Committee. The quorum of meetings of Remuneration Committee shall be any two members. The terms of reference of the Remuneration Committee are currently made available on the websites of the Stock Exchange and the Company.

The Remuneration Committee will meet at least once a year to review and make recommendation to the Board on the remuneration policy and structure of the Company, and the remuneration packages of the executive Directors and senior management of the Group and other related matters. Terms of reference adopted by the Remuneration Committee are aligned with the Code Provisions set out in the CG Code.

During the year ended 31 December 2025, the Remuneration Committee held three meetings for reviewing the remuneration package of the Directors of the Company, approving the remuneration proposals of senior management, and reviewing the Share Option Scheme (the mandate limit of which has been fully utilised in 2022).

C. NOMINATION COMMITTEE

Our Company established the Nomination Committee on 24 November 2016 in compliance with Rule 3.27A of the Listing Rules. Written terms of reference in compliance with paragraph B.3.1 of the CG Code have been adopted. The primary roles of the Nomination Committee include, but are not limited to, (a) reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and making recommendations on any proposed changes to our Board to complement our corporate strategy; (b) identifying individuals suitably qualified to become the Board members and selecting or making recommendations to the Board on the selection of individuals nominated for directorships; (c) assessing the independence of the independent non-executive Directors; and (d) making recommendations to the Board on the appointment or reappointment of Directors and succession planning for Directors, in particular the chairman and the chief executive of the Company. As at the date of this report, the Nomination Committee consists of one executive Director and two independent non-executive Directors, namely, Ms. Yu Rumin, Mr. Chan Kai Wing and Mr. Liu Cheng Yi respectively. Ms. Yu Rumin is the chairman of the Nomination Committee. The quorum of meetings of the Nomination Committee shall be any two members. The terms of reference of the Nomination Committee are currently made available on the websites of the Stock Exchange and the Company.

The Nomination Committee will meet at least once a year to review the structure, size and diversity of the Board and the independence of the independent non-executive Directors and to consider the qualifications of the retiring Directors standing for election at annual general meetings. Terms of reference adopted by the Nomination Committee are aligned with the Code Provisions set out in the CG Code.

During the year ended 31 December 2025, the Nomination Committee held three meetings for reviewing the structure, size and composition of the Board, assessed the independence of the independent non-executive Directors and the retirement and re-election of Directors.

Nomination Policy

The Board has adopted the nomination policy (the "**Nomination Policy**") which sets out the nomination criteria and procedures for the Company to select candidate(s) for possible inclusion in the Board. The Nomination Policy could assist the Company to achieve board diversity in the Company and enhance the effectiveness of the Board and its corporate governance standard.

When assessing the suitability of a candidate, factors such as the qualifications, skills, integrity and experience will be taken into consideration as a whole. In the case of independent non-executive Directors, they must further satisfy the independence criteria set out within Rule 3.13 of the Listing Rules. Since the selection of candidates should ensure that diversity remains to be a central feature of the Board, a range of diverse perspectives, including but not limited to gender, age, cultural and educational background, or professional experience would be considered.

The procedure and process to identify potential candidates for the Board would be as follows:

1. identifying potential candidates, including recommendations from the Board members, professional search firms and the shareholders of the Company;
2. evaluating the candidates based on the approved selection criteria through methods such as reviewing the resume and conducting the background checks;
3. reviewing the profiles of the shortlisted candidates and interviewing them; and
4. making recommendations to the Board on the selected candidates.

The Nomination Policy also includes the Board succession plan to assess whether vacancies on the Board would be created or expected due to the Directors' resignation, retirement, death and other circumstances and to identify candidates in advance if necessary. The Nomination Policy will be reviewed on a regular basis.

Board Diversity Policy

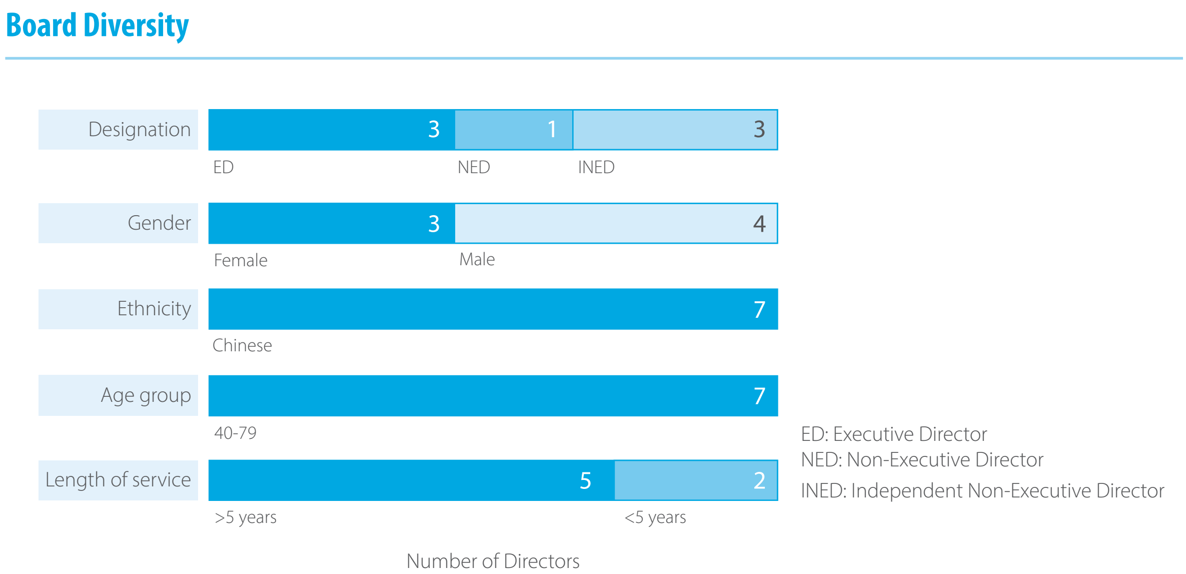
The Board adopted its Board Diversity Policy in November 2016. A summary of the policy is as follows:

In designing the Board's composition, the Company seeks to achieve board diversity through the consideration of a number of aspects, including but not limited to gender, age, cultural and educational background, or professional experience. The Board has structured a terms of reference for the Nomination Committee to identify individuals suitably qualified to become members of the Board to ensure potential successors to the Board would achieve gender diversity. Such criteria include gender. All Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard to the benefits of diversity on the Board. The Nomination Committee will disclose annually, in the corporate governance report, on the Board's composition under diversified perspectives (including gender, age, cultural and educational background, or professional experience), and monitor the implementation of this policy. The Nomination Committee will also review the diversity policy, as appropriate, to ensure the effectiveness of the diversity policy. The Nomination Committee will discuss any revisions which may be required, and recommend any such revisions to the Board for consideration and approval.

Workforce Gender	**Diversity**
Total number of employees	325
Male:	207 (64%)
Female:	118 (36%)
Total number of senior management:	5
Male:	4 (80%)
Female:	1 (20%)

Throughout the years, the Company values in recruitment and promotion of talent and endeavours to ensure that the Board has a balance of skills, experience and diversified perspectives that suit the Company's business requirements where meritocracy and contribution that the talents bring to the Company are the determining factors, and gender diversity is not the major concern of the Company. Nonetheless, the Company will strive to ensure that the Company is made up of a reasonable and justifiable balance of talents and gender in future recruitments and promotions that are in line with stakeholders' expectations and international and local recommended best practices. With the aforesaid in mind, the Company aims to achieve a male to female ratio of approximately 60% to 40% for both employees and senior management in the coming 5 years.

As at 31 December 2025, the Board's composition under major diversity perspectives was summarised as follows:



EXTERNAL AUDITOR AND AUDITOR'S REMUNERATION

The statement of the external auditor of the Company on their reporting responsibilities for the Group's consolidated financial statements for the year ended 31 December 2025 is set out in the section headed "Independent Auditor's Report" in this report.

The fees paid/payable to the Company's external auditor in respect of audit and non-audit services for the year ended 31 December 2025 are as follows:

Nature of services	**Amount** (RMB'000)
Audit services	700
Other assurance services	190
Non-assurance services	305

REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT

The Company has adopted full disclosure of remuneration of Directors with disclosure by name, amount and type in note 11 to the financial statements.

The remuneration of the members of senior management by bands in 2025 is set out below:

Remuneration bands	**Number of individuals**
Nil – HK$1,000,000	5

DIRECTORS' RESPONSIBILITIES FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Directors are responsible for the preparation of the consolidated financial statements for each financial period which give a true and fair view of the state of affairs of the Group and of the results of operations and cash flows for that period. In preparing the consolidated financial statements for the year ended 31 December 2025, the Directors have selected suitable accounting policies and applied them consistently, made judgements and estimates that are prudent, fair and reasonable and prepared the financial statements on a going concern basis.

The Directors acknowledge their responsibility to prepare the consolidated financial statements as set out on pages 54 to 130 of this report. The statement of the external auditor about their reporting responsibilities on the consolidated financial statements is set out in the section headed "Independent Auditor's Report" on pages 49 to 53 of this report.

RISK MANAGEMENT AND INTERNAL CONTROL

The Board has overall responsibilities for the establishment and maintenance of an adequate and effective risk management and internal control system to safeguard the Group' assets against unauthorized use or disposition, and to protect the interests of shareholders of the Company. Internal audit function of the Company has been carried out under the leadership of the Board and the Audit Committee.

The Group has a risk management and internal control system in place which covers a number of in-house procedures and policies including, amongst others, financial, operational and compliance controls, handling and dissemination of inside information and risk management functions. The management, supported by operation units, are responsible for formulating, implementing and monitoring sound risk management and internal control systems in order to identify, evaluate and manage significant risk. They will report to the Board and the Audit Committee the results of their risk assessments, as well as the assessment on the effectiveness of risk management and internal control systems in order to resolve material internal control defects. Any material internal control defects identified are timely communicated and evaluated, and corrective measures will be implemented by management after discussion with the Board and external consultants (if necessary). Implementation will be closely monitored by management to ensure that the relevant internal control defects are properly resolved.

The risk management and internal control systems of the Group aim to minimize the risks rather than eliminate the risk of failure entirely. Furthermore, the risk management and internal control systems can only provide reasonable and not absolute assurance against material misstatement or loss.

References are made to (i) the announcement of the Company dated 2 July 2025, (ii) the supplemental announcement of the Company dated 15 September 2025 and (iii) the second supplemental announcement of the Company dated 30 September 2025 (collectively the "**Announcements**") in respect of the acquisition of lands and the entering into construction contracts by Nanfang IT (collectively the "**Transactions**" as defined in the Announcements). Due to the inadvertent oversight of the Board, the Transactions were considered to be preparatory steps for the anticipated expansion of the Group's factory facilities to increase production capacity and support the Company's operational needs, which were integral to the Group's ordinary and usual course of business operations, as opposed to being capital in nature which would render disclosure obligation as notifiable transactions under Chapter 14 of the Listing Rules. The Board acknowledges its unintentional non-compliance in failing to promptly comply with the notification, announcement, circular and shareholders' approval requirements under Chapter 14 of the Listing Rules in respect of the Transactions.

The Board is highly concerned of this non-compliance matter and reiterates its belief that continuing compliance with the Listing Rules and other applicable regulatory requirements is of paramount importance. As disclosed in the Announcements, the Board has proposed and implemented the following remedial actions to strengthen and reinforce the knowledge of the responsible staff, management and Directors in respect of compliance with the Listing Rules and avoid the occurrence of the same incident in the future:

(i) the Company has duly implemented the enhanced policy and procedure on notifiable transactions by improving its procedures on identification, approval, disclosure and monitoring of the notifiable transactions. The enhanced policy and procedure have been circulated to all relevant staffs in the finance department ("**Relevant Staffs**") who handle the Company's transactions on a daily basis. Trainings were also provided to all Relevant Staffs to ensure understanding of the enhanced internal control policy. Relevant Staffs of the Group are required to monthly provide a list of proposed transactions (with material terms) which are or may possibly fall within the definition of "transaction" under Rule 14.04(1) of the Listing Rules, including but not limited to acquisition or refurbishment of new or existing assets, to the company secretary and the finance manager of the Company (collectively the "**Compliance Team**") for review before entering into any such transactions. The Compliance Team will review and ascertain whether those transactions are conducted in compliance with all applicable Listing Rules and the other relevant applicable rules and regulations. The Company's external legal advisor will be consulted if they are unsure of the nature of the transactions and/or the requirements of the Listing Rules. If a transaction is identified as a notifiable transaction, the related documentation must be passed to the Board for approval in advance;

(ii) a training session was provided by the Company's external legal advisor on 28 August 2025 to the Directors and the Compliance Team for enhancing their knowledge of Chapter 14 of the Listing Rules compliance and related regulatory matters; and

(iii) the Company will continue to arrange annual regulatory training on an ongoing basis to enhance and refresh the Directors', the Compliance Team's and all Relevant Staffs' (including but not limited to any new joiners') understanding and knowledge of the requirements of Chapter 14 of the Listing Rules and latest regulatory requirements.

The Board, at least annually, reviews the adequacy of resources, staff qualifications and experience, training programmes and budget of the Group's accounting, internal audit and financial reporting functions, and reviews the effectiveness of the risk management and internal control systems of the Group, including financial, operational and compliance controls. The review process comprises, amongst others, (i) regular meetings with management and operation units, legal personnel, internal audit personnel, auditors and external consultants (where appropriate); (ii) reviewing relevant reports and information of key performance indicators; and (iii) discussing the significant risks with the management of the Company.

The Group has adopted appropriate measures for handling and dissemination of inside information, including relevant control processes, to ensure that the confidentiality of inside information is maintained until the disclosure of such information is approved and its dissemination is made in accordance with the Listing Rules.

During the year ended 31 December 2025, the Board, through the Audit Committee meetings which were held twice during the Year, conducted a review of the effectiveness of the internal control and risk management systems of the Group covering all material controls, including financial, operational and compliance as well as risk management. The Board considers the Group's risk management and internal control adequate and effective.

COMPANY SECRETARY

During the year ended 31 December 2025, Ms. Lo Moon Fong, the company secretary of the Company, has duly complied with the relevant professional training requirement under Rule 3.29 of the Listing Rules. Biographical details of Ms. Lo is disclosed in the "Directors' and Senior Management's Profile" section of this report.

COMMUNICATION WITH THE SHAREHOLDERS

Communication between the Company and its shareholders are achieved through various means including the convening of general meetings, the dispatch of annual reports, interim reports and circulars. The Chairman of the Board also proposes separate resolution for each substantive issue including re-election of Directors.

The Company considers that the communication policy has been effectively implemented during the Reporting Period as shareholders were given opportunities to voice out their opinions in the last annual general meeting where the Board could promptly respond.

SHAREHOLDERS' RIGHTS

Right to speak at general meetings

Shareholders of the Company will have the right to speak at general meetings and vote at general meetings except where he is required, by the Listing Rules, to abstain from voting to approve the matter under consideration.

Convening an extraordinary general meeting

Pursuant to Articles 58 of the Articles, an extraordinary general meeting ("**EGM**") may be convened by the Board on a written requisition of any one or more shareholders of the Company holding not less than 10% of the paid up capital of the Company carrying the right of voting at general meeting of the Company. The EGM shall be held within two months after the deposit of such requisition. If within 21 days of such deposit the Board fails to proceed to convene the EGM, the requisitionist(s) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

Putting forward proposals and resolutions at shareholders' meetings

Shareholders who wish to put forward proposals at general meetings may refer to the preceding paragraph to make a written requisition to require the convening of an extraordinary general meeting of the Company.

Shareholders of the Company may refer to the paragraph under "Shareholders' rights – Convening an extraordinary general meeting" in this corporate governance report to make a written requisition to require the Board to include resolution in the agenda of such extraordinary general meeting.

Sending enquiries put to the Board

Shareholders may send written enquiries or requests in respect of their rights to the principal place of business of the Company in Hong Kong at the following address for the attention of the company secretary:

Unit 902, 9/F., Capital Centre
151 Gloucester Road
Wan Chai, Hong Kong
Attention: Company Secretary

DIVIDEND POLICY

The Board has adopted the dividend policy (the "**Dividend Policy**") which sets out the appropriate procedure on declaring and recommending the dividend payment of the Company. The Company takes priority to distributing dividends in cash and sharing its profits with the shareholders of the Company. The dividend distribution decision of the Company will depend on, among others, the financial results, the current and future operations, liquidity and capital requirements, financial condition and other factors as the Board may deem relevant. The Board may also declare special dividends from time to time. The Dividend Policy will be reviewed by the Board on a regular basis.

INVESTOR RELATIONS

The Company establishes different communication channels with investors to update the latest business development and financial performance including the publication of interim and annual reports, the publishing and posting of notices, announcements and circulars on the website of each of the Stock Exchange (www.hkexnews.hk) and the Company (www.jsnfgroup.com) in a timely manner in order to maintain a high level of transparency, and to ensure there is no selective disclosure of inside information.

CONSTITUTIONAL DOCUMENTS

There was no change in the constitutional documents of the Company during the Year.

The Memorandum of Association and Articles of Association are available on the websites of each of the Stock Exchange (www.hkexnews.hk) and the Company (www.jsnfgroup.com).

Tel : +852 2218 8288
Fax: +852 2815 2239
www.bdo.com.hk

25th Floor Wing On Centre
111 Connaught Road Central
Hong Kong

To the Shareholders of Nanfang Communication Holdings Limited
(Incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of Nanfang Communication Holdings Limited (the "**Company**") and its subsidiaries (together the "**Group**") set out on pages 54 to page 130, which comprise the consolidated statement of financial position at 31 December 2025, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2025, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards ("**IFRS Accounting Standards**") as issued by the International Accounting Standards Board ("**IASB**") and have been properly prepared in compliance with the disclosure requirement of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing ("**HKSAs**") issued by the HKICPA. Our responsibilities under those standards are further described in the "Auditor's Responsibilities for the Audit of the Consolidated Financial Statements" section of our report. We are independent of the Group in accordance with the HKICPA's "Code of Ethics for Professional Accountants" (the "**Code**") as applicable to audits of financial statements of public interest entities. We have also fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matter	How our audit addressed the key audit matter
Impairment assessment of trade receivables	
We identified impairment assessment of the Group's trade receivables as a key audit matter due to the significance of trade receivables to the Group's consolidated financial position and the involvement of subjective judgement and management estimates in evaluating the expected credit losses ("**ECL**") of the Group's trade receivables at the end of the reporting period. At 31 December 2025, the Group's net trade receivables amounting to approximately RMB337 million, which represented approximately 25% of total assets of the Group. As disclosed in Note 32 to the consolidated financial statements, the management of the Group performs impairment assessment on individual debtor basis to estimate the amount of lifetime ECL of trade receivables based on internal credit ratings, ageing, repayment history and/or past due status of respective debtors. Estimated loss rates are based on historical observed default rates over the expected life of the debtors and are adjusted for forward-looking information. As disclosed in Note 32 to the consolidated financial statements, the Group recognised an additional amount of approximately RMB2.4 million of impairment of trade receivables for the year and the Group's lifetime ECL on trade receivables at 31 December 2025 amounted to approximately RMB11.8 million.	Our procedures in relation to impairment assessment of the Group's trade receivables included: • Understanding key controls on how the management estimates the loss allowance for trade receivables; • Testing the integrity of information used by management of the Group for impairment assessment, including trade receivables ageing analysis at 31 December 2025, on a sample basis, by comparing individual items in the analysis with the relevant sales agreements, sales invoices and other supporting documents; • Challenging management's basis and judgement in determining credit loss allowance on trade receivables of the Group at 31 December 2025, including their identification of credit-impaired trade receivables, and the basis of estimated loss rates applied in each debtor in the impairment assessment (with reference to historical default rates and forward-looking information); and • Evaluating the disclosures regarding the impairment assessment of the Group's trade receivables in Notes 4, 20 and 32 to the consolidated financial statements.

OTHER INFORMATION

The directors of the Company are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF DIRECTORS AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors are responsible for the preparation of the consolidated financial statements that give a true and fair value in accordance with IFRS Accounting Standards and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

The directors are also responsible for overseeing the Group's financial reporting process. The Audit Committee assists the directors in discharging their responsibility in this regard.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. This report is made solely to you, as a body, in accordance with the terms of our engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

As part of an audit in accordance with HKSAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the group as a basis for forming an opinion on the group financial statements. We are responsible for the direction, supervision and review of the work performed for the purposes of the group audit. We remain solely responsible for our audit opinion.

We communicate with the Audit Committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

We also provide the Audit Committee with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

BDO Limited
Certified Public Accountants

Yau Shuk Yuen Amy
Practising Certificate no. P06095

Hong Kong, 30 March 2026

Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the year ended 31 December 2025

		Year ended 31 December	
		2025	2024
	Notes	**RMB'000**	RMB'000
Revenue	*5*	**464,168**	538,097
Cost of sales		**(360,336)**	(439,624)
Gross profit		**103,832**	98,473
Other income, gains, expenses and losses, net	*7*	**8,142**	19,481
Impairment losses on trade and other receivables under expected credit loss model, net of reversal	*32*	**(2,395)**	(1,372)
Changes in fair value of financial assets at fair value through profit or loss		**6,161**	7,157
Selling and distribution expenses		**(17,405)**	(18,313)
Administrative expenses		**(43,476)**	(34,694)
Research costs		**(29,321)**	(33,191)
Finance costs	*8*	**(6,203)**	(6,002)
Share of profit of an associate		**11,072**	10,271
Share of profit of a joint venture		**3,873**	2,146
Profit before income tax	*10*	**34,280**	43,956
Income tax expense	*9*	**(3,890)**	(4,020)
Profit and total comprehensive income for the year		**30,390**	39,936
Earnings per share	*12*	**RMB0.019**	RMB0.025

Consolidated Statement of Financial Position

As at 31 December 2025

	Notes	2025 RMB'000	2024 RMB'000
		As at 31 December	
NON-CURRENT ASSETS			
Property, plant and equipment	14	**209,961**	208,236
Right-of-use assets	15	**45,092**	46,134
Interest in an associate	16	**101,816**	107,076
Interest in a joint venture	17	**53,775**	49,902
Financial assets at fair value through profit or loss	18	**–**	161,278
Restricted bank deposits and balances	22	**4,232**	4,000
Bank deposits with original maturity more than three months	22	**6,300**	20,000
Deferred tax assets	27	**14,483**	24,488
		435,659	621,114
CURRENT ASSETS			
Inventories	19	**37,357**	27,313
Trade and bills receivable	20	**347,706**	436,221
Prepayments, deposits and other receivables	21	**46,190**	43,484
Financial assets at fair value through profit or loss	18	**50,152**	–
Tax recoverables	9	**221**	–
Restricted bank deposits and balances	22	**43,562**	169,631
Bank deposits with original maturity more than three months	22	**106,189**	10,500
Bank deposits, bank balances and cash	22	**261,462**	201,084
		892,839	888,233
CURRENT LIABILITIES			
Trade and bills payable	24	**246,022**	278,330
Other payables	25	**27,388**	19,644
Contract liabilities	26	**2,407**	2,278
Bank borrowings	23	**119,205**	201,342
Tax payables	9	**–**	6,415
		395,022	508,009
NET CURRENT ASSETS		**497,817**	380,224
TOTAL ASSETS LESS CURRENT LIABILITIES		**933,476**	1,001,338

Consolidated Statement of Financial Position

As at 31 December 2025

		As at 31 December	
		2025	2024
	Notes	**RMB'000**	RMB'000
CAPITAL AND RESERVES			
Share capital	*29*	**1,418**	1,418
Reserves		**846,956**	816,566
Equity attributable to owners of the Company		**848,374**	817,984
NON-CURRENT LIABILITIES			
Bank borrowings	*23*	**60,000**	159,000
Deferred tax liabilities	*27*	**11,301**	10,087
Deferred income – government grants	*28*	**13,801**	14,267
		85,102	183,354
		933,476	1,001,338

The financial statements on pages 54 to 130 were approved and authorized for issue by the Board of Directors on 30 March 2026 and are signed on its behalf by:

Shi Ming
Director

Yu Rumin
Director

Consolidated Statement of Changes in Equity

For the year ended 31 December 2025

	Attributable to owners of the Company					
	Share capital	**Share premium**	**Other reserve**	**Surplus reserve**	**Retained profits**	**Total**
	RMB'000	RMB'000	RMB'000 *(Note (b))*	RMB'000 *(Note (a))*	RMB'000	RMB'000
At 1 January 2024	1,418	298,677	113,295	70,441	294,217	778,048
Profit and total comprehensive income for the year	–	–	–	–	39,936	39,936
Appropriation for the year	–	–	–	12,533	(12,533)	–
At 31 December 2024 and 1 January 2025	**1,418**	**298,677**	**113,295**	**82,974**	**321,620**	**817,984**
Profit and total comprehensive income for the year	**–**	**–**	**–**	**–**	**30,390**	**30,390**
Appropriation for the year	**–**	**–**	**–**	**3,132**	**(3,132)**	**–**
At 31 December 2025	**1,418**	**298,677**	**113,295**	**86,106**	**348,878**	**848,374**

Notes:

(a) As stipulated by the relevant laws and regulations, the Company's subsidiaries in The People's Republic of China (the "**PRC**") are required to maintain a statutory surplus reserve which is non-distributable. Appropriation to such reserve is made out of net profit after tax of the financial statements of each subsidiary while the amounts and allocation basis are decided by its board of directors annually, until the reserve balance reaches 50% of its registered capital. The statutory surplus reserve can be utilised, upon approval of the relevant authorities, to offset accumulated losses or to increase registered capital of these subsidiaries, provided that such fund is maintained at a minimum of 25% of their registered capital.

(b) Pursuant to deeds dated 29 September 2016, shareholders of the Company's ultimate holding company agreed to waive and release all repayment obligations in respect of the amounts of United States Dollars ("**US$**") 500,000 and Hong Kong Dollars ("**HK$**") 128,200,000 (equivalent to Renminbi ("**RMB**") 113,295,000 in aggregate) advanced by them to Century Planet Limited ("**Century Planet**"), the Company's direct wholly owned subsidiary, for paying up the registered capital of its indirect wholly owned subsidiary, MacroSmart Investment Limited ("**MacroSmart**").

Consolidated Statement of Cash Flows

For the year ended 31 December 2025

	Year ended 31 December	
	2025	2024
	RMB'000	RMB'000
OPERATING ACTIVITIES		
Profit before income tax	**34,280**	43,956
Adjustments for:		
Interest income	**(2,454)**	(6,616)
Depreciation of property, plant and equipment	**11,783**	6,553
Depreciation of right-of-use assets	**1,042**	1,246
Loss on disposal of property, plant and equipment	**105**	289
Changes in fair value of financial assets at fair value through profit or loss	**(6,161)**	(7,157)
Government grants recognised, as release of deferred income	**(466)**	(466)
Foreign exchange losses, net	**1,153**	742
Impairment losses on trade and other receivables under expected credit loss model, net of reversal	**2,395**	1,372
Finance costs	**6,203**	6,002
Share of profit of an associate	**(11,072)**	(10,271)
Share of profit of a joint venture	**(3,873)**	(2,146)
Operating cash flows before movements in working capital	**32,935**	33,504
(Increase)/decrease in inventories	**(10,862)**	5,909
Decrease/(increase) in trade, bills and other receivables, deposits and prepayments	**71,574**	(49,820)
(Decrease)/increase in trade, bills and other payables	**(25,164)**	4,500
Increase/(decrease) in contract liabilities	**129**	(1,341)
Cash generated from/(used in) operations	**68,612**	(7,248)
Income tax refunded/(paid)	**693**	(943)
Net cash generated from/(used in) operating activities	**69,305**	(8,191)

Consolidated Statement of Cash Flows

For the year ended 31 December 2025

	Year ended 31 December	
	2025	2024
	RMB'000	RMB'000
INVESTING ACTIVITIES		
Purchases of property, plant and equipment and right-of-use assets	**(11,956)**	(62,556)
Proceeds from disposal of property, plant and equipment	**249**	2,032
Dividends received from an associate	**17,150**	–
Purchase of financial assets at fair value through profit or loss	**(50,000)**	–
Proceeds from disposal of financial assets at fair value through profit or loss	**167,287**	–
Withdrawal of bank deposits with original maturity more than three months	**13,700**	–
Placement of bank deposits with original maturity more than three months	**(95,689)**	(20,000)
Placement of restricted bank deposits and balances	**(45,894)**	(60,578)
Withdrawal of restricted bank deposits and balances	**171,731**	60,741
Interest received	**14,294**	2,407
Net cash generated from/(used in) from investing activities	**180,872**	(77,954)
FINANCING ACTIVITIES		
Proceeds from bank borrowings	**120,000**	330,000
Repayments of bank borrowings	**(301,000)**	(280,000)
Advance from/(repayments to) a director	**600**	(600)
Payments of interest expense on bank borrowings	**(8,246)**	(9,725)
Interest paid on lease liabilities	**–**	(1)
Payments of lease liabilities	**–**	(212)
Net cash (used in)/generated from financing activities	**(188,646)**	39,462
Net increase/(decrease) in cash and cash equivalents	**61,531**	(46,683)
Cash and cash equivalents at beginning of the year	**201,084**	247,767
Effect of exchange rate changes on the balances of cash held in foreign currencies	**(1,153)**	–
Cash and cash equivalents at end of the year	**261,462**	201,084

Notes to the Consolidated Financial Statements

For the year ended 31 December 2025

1. GENERAL INFORMATION

The Company was incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law of the Cayman Islands on 10 May 2016. The registered office of the Company is at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands. The Company's principal place of business is 1 Cencun Road, Luoyang Town, Wujin District, Changzhou City, Jiangsu Province, the People's Republic of China (the "**PRC**"). The Company is an investment holding company and, through its operating subsidiaries, is principally engaged in the manufacturing and sales of optical fibre cables and optical distribution network devices, as well as processing and sales of prepainted steel sheet.

The Company's immediate and ultimate holding company is Pacific Mind Development Limited, a company incorporated in the British Virgin Islands ("**BVI**").

The consolidated financial statements of the Group are presented in Renminbi ("**RMB**"). In the opinion of the directors of the Company, the functional currency of companies comprising the Group is RMB.

2. APPLICATION OF AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRS ACCOUNTING STANDARDS")

Amendments to IFRS Accounting Standards that are mandatorily effective for the current year

In the current year, the Group has applied the following amendments to IFRS Accounting Standards issued by the IASB, for the first time, which are mandatorily effective for the financial year beginning on or after 1 January 2025 for the preparation of the Group's consolidated financial statements:

Amendments to IAS 21 and IFRS 1	Lack of Exchangeability
Amendments to Illustrative Examples on IFRS 7, IFRS 18, IAS 1, IAS 8, IAS 36 and IAS 37	Disclosures about Uncertainties in the Financial Statements

The application of the above amended to IFRS Accounting Standards in the current year has had no material impact on the Group's financial position and performance for the current and prior periods and/or on the disclosures set out in these consolidated financial statements.

2. APPLICATION OF AMENDMENTS TO IFRS ACCOUNTING STANDARDS (CONTINUED)

New and amendments to IFRS Accounting Standards in issue but not yet effective

The following new and amended IFRS Accounting Standards, potentially relevant to the Group's financial statements, have been issued, but are not yet effective and have not been early adopted by the Company. The Group's current intention is to apply these changes on the date they become effective.

Annual Improvement to IFRS Accounting Standards – Volume 11	Amendments to IFRS 1, IFRS 7, IFRS 9, IFRS 10 and IAS 7[1]
Amendments to IFRS 9 and IFRS 7	Classification and Measurement of Financial Instruments[1]
Amendments to IFRS 9 and IFRS 7	Contracts Referencing Nature-dependent Electricity[1]
IFRS 18	Presentation and Disclosure in Financial Statements[2]
IFRS 19 and its amendments	Subsidiaries without Public Accountability: Disclosures[2]
Amendments to IAS 21	Translation to a Hyperinflationary Presentation Currency[2]

1 Effective for annual periods beginning on or after 1 January 2026.
2 Effective for annual periods beginning on or after 1 January 2027.

The Group is currently assessing the effect of these new accounting standards and amendments.

IFRS 18 Presentation and Disclosure in Financial Statements, which sets out requirements on presentation and disclosures in financial statements, will replace IAS 1 Presentation of Financial Statements. This new IFRS Accounting Standard, while carrying forward many of the requirements in IAS 1, introduces new requirements to present specified categories and defined subtotals in the statement of profit or loss; provide disclosures on management-defined performance measures in the notes to the financial statements and improve aggregation and disaggregation of information to be disclosed in the financial statements. In addition, some IAS 1 paragraphs have been moved to IAS 8 and IFRS 7. Minor amendments to IAS 7 Statement of Cash Flows and IAS 33 Earnings per Share are also made.

IFRS 18, and amendments to other standards, will be effective for annual periods beginning on or after 1 January 2027, with early application permitted. The application of the new standard is expected to affect the presentation of the statement of profit or loss and disclosures in the future financial statements. The Group is in the process of assessing the detailed impact of IFRS 18 on the Group's consolidated financial statements.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND ACCOUNTING POLICIES

3.1 Basis of preparation of consolidated financial statements

The consolidated financial statements have been prepared in accordance with IFRS Accounting Standards issued by the IASB. For the purpose of preparation of the consolidated financial statements, information is considered material if such information is reasonably expected to influence decisions made by primary users. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities ("**Listing Rules**") on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") and by the Hong Kong Companies Ordinance.

The consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies set out below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in the consolidated financial statements are determined on such a basis, except for share-based payment transactions that are within the scope of IFRS 2 *Share-Based Payment*, leasing transactions that are accounted for in accordance with IFRS 16, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in IAS 2 Inventories or value in use in IAS 36 *Impairment of Assets* ("**IAS 36**").

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND ACCOUNTING POLICIES (CONTINUED)

3.2 Accounting policies

Investments in an associate and a joint venture

The results and assets and liabilities of associates and joint ventures are incorporated in these consolidated financial statements using the equity method of accounting. The financial statements of associates and joint ventures used for equity accounting purposes are prepared using uniform accounting policies as those of the Group for like transactions and events in similar circumstances. Under the equity method, an investment in an associate or a joint venture is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associate or joint venture. Changes in net assets of the associate/joint venture other than profit or loss and other comprehensive income are not accounted for unless such changes resulted in changes in ownership interest held by the Group. When the Group's share of losses of an associate or a joint venture exceeds the Group's interest in that associate or joint venture (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate or joint venture), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate or joint venture.

An investment in an associate or a joint venture is accounted for using the equity method from the date on which the investee becomes an associate or a joint venture. On acquisition of the investment in an associate or a joint venture, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised immediately in profit or loss in the period in which the investment is acquired.

The Group assesses whether there is an objective evidence that the interest in an associate or a joint venture may be impaired. When any objective evidence exists, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with IAS 36 as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised is not allocated to any asset, including goodwill, that forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with IAS 36 to the extent that the recoverable amount of the investment subsequently increases.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND ACCOUNTING POLICIES (CONTINUED)

3.2 Accounting policies (continued)

Investments in an associate and a joint venture (continued)

When the Group ceases to have significant influence over an associate or joint control over a joint venture, it is accounted for as a disposal of the entire interest in the investee with a resulting gain or loss being recognised in profit or loss. When the Group retains an interest in the former associate or joint venture and the retained interest is a financial asset within the scope of IFRS 9 *Financial Instruments* ("**IFRS 9**"), the Group measures the retained interest at fair value at that date and the fair value is regarded as its fair value on initial recognition. The difference between the carrying amount of the associate or joint venture, and the fair value of any retained interest and any proceeds from disposing of the relevant interest in the associate or joint venture is included in the determination of the gain or loss on disposal of the associate or joint venture. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that associate or joint venture on the same basis as would be required if that associate or joint venture had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that associate or joint venture would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) upon disposal/partial disposal of the relevant associate or joint venture.

The Group continues to use the equity method when an investment in an associate becomes an investment in a joint venture or an investment in a joint venture becomes an investment in an associate. There is no remeasurement to fair value upon such changes in ownership interests.

When the Group reduces its ownership interest in an associate or a joint venture but the Group continues to use the equity method, the Group reclassifies to profit or loss the proportion of the gain or loss that had previously been recognised in other comprehensive income relating to that reduction in ownership interest if that gain or loss would be reclassified to profit or loss on the disposal of the related assets or liabilities.

When a group entity transacts with an associate or a joint venture of the Group, profits and losses resulting from the transactions with the associate or joint venture are recognised in the Group's consolidated financial statements only to the extent of interest in the associate or joint venture that are not related to the Group.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND ACCOUNTING POLICIES (CONTINUED)

3.2 Accounting policies (continued)

Property, plant and equipment

Property, plant and equipment are tangible assets that are held for use in the production or supply of goods or services, or for administrative purposes (other than construction in progress as described below). Property, plant and equipment are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

Construction in progress, which represents assets under construction for production, supply or administrative purposes, is carried at cost, less any recognised impairment loss. Costs include any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management and, for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

Depreciation is recognised so as to write off the cost of assets (other than construction in progress) less their residual values over their useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND ACCOUNTING POLICIES (CONTINUED)

3.2 Accounting policies (continued)

Impairment on property, plant and equipment and right-of-use assets

At the end of the reporting period, the Group reviews the carrying amounts of its property, plant and equipment and right-of-use assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any.

The recoverable amount of property, plant and equipment and right-of-use assets are estimated individually. When it is not possible to estimate the recoverable amount individually, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

In testing a cash-generating unit for impairment, corporate assets are allocated to the relevant cash-generating units when a reasonable and consistent basis of allocation can be established, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be established. The recoverable amount is determined for the cash-generating unit or group of cash-generating units to which the corporate asset belongs, and is compared with the carrying amount of the relevant cash-generating unit or group of cash-generating units.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. For corporate assets or portion of corporate assets which cannot be allocated on a reasonable and consistent basis to a cash-generating unit, the Group compares the carrying amount of a group of cash-generating units, including the carrying amount of the corporate assets or portion of corporate assets allocated to that group of cash-generating units, with the recoverable amount of the group of cash-generating units. In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit or the group of cash-generating units. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro-rata to the other assets of the unit or the group of cash-generating units. An impairment loss is recognised immediately in profit or loss.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND ACCOUNTING POLICIES (CONTINUED)

3.2 Accounting policies (continued)

Impairment on property, plant and equipment and right-of-use assets (continued)

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit or a group of cash-generating units) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit or the group of cash-generating units) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from "loss before tax" because of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and interests in an associate and a joint venture, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of the reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND ACCOUNTING POLICIES (CONTINUED)

3.2 Accounting policies (continued)

Taxation (continued)

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

For the purposes of measuring deferred tax for leasing transactions in which the Group recognises the right-of-use assets and the related lease liabilities, the Group first determines whether the tax deductions are attributable to the right-of-use assets or the lease liabilities.

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies IAS 12 *Income Taxes* requirements to the leasing transaction as a whole. Temporary differences relating to right-of-use assets and lease liabilities are assessed on a net basis. Excess of depreciation on right-of-use assets over the lease payments for the principal portion of lease liabilities results in net deductible temporary differences.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied to the same taxable entity by the same taxation authority.

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND ACCOUNTING POLICIES (CONTINUED)

3.2 Accounting policies (continued)

Leases

Definition of a lease

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

For contracts entered into or modified on or after the date of initial application, the Group assesses whether contract is or contains a lease based on the definition under IFRS 16 at inception, modification date or acquisition date, as appropriate. Such contract will not be reassessed unless the terms and conditions of the contract are subsequently changed.

The Group as a lessee

<u>Short-term leases</u>

The Group applies the short-term lease recognition exemption to leases of building that have a lease term of 12 months or less from the commencement date. Lease payments on short-term leases are recognised as expense on a straight-line basis over the lease term.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND ACCOUNTING POLICIES (CONTINUED)

3.2 Accounting policies (continued)

Leases (continued)

The Group as a lessee (continued)

Right-of-use assets

The cost of right-of-use asset includes:

- the amount of the initial measurement of the lease liability;
- any lease payments made at or before the commencement date, less any lease incentives received;
- any initial direct costs incurred by the Group; and
- an estimate of costs to be incurred by the Group in dismantling and removing the underlying assets, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

Right-of-use assets are depreciated on a straight-line basis over the shorter of their estimated useful lives and the lease terms.

The Group presents right-of-use assets as a separate line item on the consolidated statement of financial position.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND ACCOUNTING POLICIES (CONTINUED)

3.2 Accounting policies (continued)

Leases (continued)

The Group as a lessee (continued)

Lease liabilities

At the commencement date of a lease, the Group recognises and measures the lease liability at the present value of lease payments that are unpaid at that date. In calculating the present value of lease payments, the Group uses the increment borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

The lease payments include:

- fixed payments (including in-substance fixed payments) less any lease incentives receivable; and
- payments of penalties for terminating a lease, if the lease term reflects the Group exercising an option to terminate the lease.

After the commencement date, lease liabilities are adjusted by interest accretion and lease payments.

The Group remeasures lease liabilities (and makes a corresponding adjustment to the related right-of-use assets) whenever:

- the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the related lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the date of reassessment; or
- the lease payments change due to changes in market rental rates following a market rent review, in which cases the related lease liability is remeasured by discounting the revised lease payments using the initial discount rate.

The Group presents lease liabilities as a separate line item on the consolidated statement of financial position.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND ACCOUNTING POLICIES (CONTINUED)

3.2 Accounting policies (continued)

Employee benefits

Retirement benefit costs

In accordance with the rules and regulations in the PRC, the PRC based employees of the Group participate in various defined contribution retirement benefit plans organised by the relevant municipal and provincial governments in the PRC under which the Group and the PRC based employees are required to make monthly contributions to these plans calculated as a percentage of the employees' salaries. The municipal and provincial governments undertake to assume the retirement benefit obligations of all existing and future retired PRC based employees' payable under the plans described above. Other than the monthly contributions, the Group has no further obligation for the payment of retirement and other post-retirement benefits of its employees. The assets of these plans are held separately from those of the Group in independently administrated funds managed by the PRC government. The Group's contributions to the defined contribution retirement schemes are recognised as an expense when employees have rendered service entitling them to the contributions as incurred.

Besides, the Group also operates a defined contribution Mandatory Provident Fund retirement benefit scheme (the "**MPF Scheme**") under the Mandatory Provident Fund Schemes Ordinance for all of its eligible employees in Hong Kong. Contributions are made based on a percentage of the employees' basic salaries/relevant income and are charged to the consolidated statement of profit or loss and other comprehensive income as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group's employer mandatory contributions vest fully with the employees when contributed into the MPF Scheme, except for the Group's employer voluntary contributions, which are proportionately refunded to the Group upon the employee's termination of services in accordance with the vesting scales of the MPF Scheme.

Short-term employee benefits

Short-term employee benefits are recognised at the undiscounted amount of the benefits expected to be paid as and when employees rendered the services. All short-term employee benefits are recognised as an expense unless another IFRS requires or permits the inclusion of the benefit in the cost of an asset.

A liability is recognised for benefits accruing to employees (such as wages and salaries, annual leave and sick leave) after deducting any amount already paid.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND ACCOUNTING POLICIES (CONTINUED)

3.2 Accounting policies (continued)

Government grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate. Specifically, government grants whose primary condition is that the Group should purchase, construct or otherwise acquire non-current assets are recognised as deferred income in the consolidated statement of financial position and transferred to profit or loss on a systematic and rational basis over the useful lives of the related assets.

Government grants related to income that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable. Such grants are presented under "other income, gains, expenses and losses, net".

Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instruments. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

Financial assets and financial liabilities are initially measured at fair value except for trade receivables arising from contracts with customers which are initially measured in accordance with IFRS 15 *Revenue from Contracts with Customers* ("**IFRS 15**"). Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets at fair value through profit or loss ("**FVTPL**") are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets at FVTPL are recognised immediately in profit or loss.

The effective interest method is a method of calculating the amortised cost of a financial asset and a financial liability and of allocating interest income and interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts and payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset or financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND ACCOUNTING POLICIES (CONTINUED)

3.2 Accounting policies (continued)

Financial instruments (continued)

Financial assets

Classification and subsequent measurement of financial assets

Financial instruments that meet the following conditions are subsequently measured at amortised cost:

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and

- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All other financial assets are subsequently measured at FVTPL, except that at initial recognition of a financial asset the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income if that equity investment is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which IFRS 3 applies.

Amortised cost and interest income

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost. For financial instruments other than purchased or originated credit-impaired financial assets, interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired (see below). For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset from the next reporting period. If the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset from the beginning of the reporting period following the determination that the asset is no longer credit-impaired.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND ACCOUNTING POLICIES (CONTINUED)

3.2 Accounting policies (continued)

Financial instruments (continued)

Financial assets (continued)

Financial assets at FVTPL

Financial assets that (1) do not meet the criteria for being measured at amortised cost, or (2) at fair value through other comprehensive income ("**FVTOCI**"), or (3) at designated as FVTOCI, are measured at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss. The net gain or loss recognised in profit or loss excludes any dividend or interest earned on the financial asset and is included in the "change in fair value of financial asset in FVTPL" line item.

Impairment of financial assets

The Group performs impairment assessment under expected credit loss ("**ECL**") model on financial assets (including trade, bills and other receivables, bank deposits with original maturity more than three months, restricted bank deposits and balances, bank deposits and bank balances), which are subject to impairment assessment under IFRS 9. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL ("**12m ECL**") represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date. Assessment is done based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

The Group always recognises lifetime ECL for trade and bills receivables. The ECL on these assets is individually assessed.

For all other instruments (including other receivables, bank deposits with original maturity more than three months, restricted bank deposits and balances, bank deposits and bank balances), the Group measures the loss allowance equal to 12m ECL, unless when there has been a significant increase in credit risk since initial recognition, in which case the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND ACCOUNTING POLICIES (CONTINUED)

3.2 Accounting policies (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (continued)

(i) Significant increase in credit risk

In assessing whether the credit risk has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument at the reporting date with the risk of a default occurring on the financial instrument at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND ACCOUNTING POLICIES (CONTINUED)

3.2 Accounting policies (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (continued)

(ii) Definition of default

For internal credit risk management, the Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

Irrespective of the above, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

(iii) Credit-impaired financial assets

A financial asset is credit-impaired when one or more events of default that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

(a) significant financial difficulty of the issuer or the borrower;

(b) a breach of contract, such as a default or past due event;

(c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider; or

(d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND ACCOUNTING POLICIES (CONTINUED)

3.2 Accounting policies (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (continued)

(iv) Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, for example, when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in profit or loss.

(v) Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data and forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights.

Generally, the ECL is estimated as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition.

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit-impaired, in which case interest income is calculated based on amortised cost of the financial asset.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amount, with the exception of trade, bills and other receivables where the corresponding adjustment is recognised through a loss allowance account.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND ACCOUNTING POLICIES (CONTINUED)

3.2 Accounting policies (continued)

Financial instruments (continued)

Financial assets (continued)

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

Financial liabilities and equity instruments

Classification as debt or equity

Debt and equity instruments issued by a group entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

Financial liabilities at amortised cost

Financial liabilities (including trade, bills and other payables, amount due to an associate, advance from ultimate holding company and bank borrowings) are subsequently measured at amortised cost, using the effective interest method.

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND ACCOUNTING POLICIES (CONTINUED)

3.2 Accounting policies (continued)

Revenue from contracts with customers

The Group recognises revenue when (or as) a performance obligation is satisfied, i.e. when "control" of the goods or services underlying the particular performance obligation is transferred to the customer.

A performance obligation represents a good or service (or a bundle of goods or services) that is distinct or a series of distinct goods or services that are substantially the same.

Control is transferred over time and revenue is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation if one of the following criteria is met:

- the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;
- the Group's performance creates or enhances an asset that the customer controls as the Group performs; or
- the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

Otherwise, revenue is recognised at a point in time when the customer obtains control of the distinct good or service.

A contract liability represents the Group's obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

Revenue from sales of optical fibre cables, optical distribution network devices, prepainted steel sheet and other materials are recognised when the control of goods is transferred, being they have been shipped to the customer's specific location based on the quantity of optical fibre cables, optical distribution network devices, prepainted steel sheet and other materials received by the customers. A receivable is recognised by the Group when the goods are delivered to the customer's specific location and received by the customers as this represents the point in time at which the right to consideration becomes unconditional, as only the passage of time is required before payment is due. The customers have neither rights of return nor rights to defer or avoid payment for the goods once they are accepted by the customers. No provision for returns of optical fibre cables, optical distribution network devices, prepainted steel sheet and other materials are set out in the relevant sales agreements, unless they could be replaced if there are quality problems found.

Revenue from the sale of electricity is recognised based on the meter reading of watts of electricity transmitted at tariff rate agreed in the relevant contracts.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND ACCOUNTING POLICIES (CONTINUED)

3.2 Accounting policies (continued)

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

Any specific borrowing that remain outstanding after the related asset is ready for its intended use or sale is included in the general borrowing pool for calculation of capitalisation rate on general borrowings. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

Research and development expenditure

Expenditure on research activities is recognised as an expense in the period in which it is incurred.

An internally-generated intangible asset arising from development activities (or from the development phase of an internal project) is recognised if, and only if, all of the following have been demonstrated:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- the intention to complete the intangible asset and use or sell it;
- the ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

The amount initially recognised for internally-generated intangible assets is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria listed above. Where no internally-generated intangible asset can be recognised, development expenditure is recognised in profit or loss in the period in which it is incurred.

Subsequent to initial recognition, internally-generated intangible assets are reported at cost less accumulated amortisation and accumulated impairment losses (if any), on the same basis as intangible assets that are acquired separately.

4. KEY SOURCES OF ESTIMATION UNCERTAINTY

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period that has a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Impairment assessment of property, plant and equipment and right-of-use assets

Property, plant and equipment and right-of-use assets are stated at costs less accumulated depreciation and impairment, if any. In determining whether an asset is impaired, the Group has to exercise judgement and make estimation, particularly in assessing: (1) whether an event has occurred or any indicators that may affect the asset value; (2) whether the carrying value of an asset can be supported by the recoverable amount, in the case of fair value less cost of disposal, the net present value of future cash flows which are estimated based upon the continued use of the asset; and (3) the appropriate key assumptions to be applied in estimating the recoverable amounts including estimated selling prices, sales volume and major material costs used in the cash flow projection and discount rate. When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the assets belong. Where the actual future cash flows are less than expected, or change in facts and circumstances which results in downward revision of future cash flows, impairment loss may arise.

At 31 December 2025, the Group had property, plant and equipment and right-of-use assets with carrying amounts amounting to approximately RMB209,961,000 (2024: approximately RMB208,236,000) and approximately RMB45,092,000 (2024: approximately RMB46,134,000), respectively, which belonged to a cash-generating unit of the Group for the manufacturing and sales of optical fibre cables and related devices as well as processing and sales of prepainted steel sheets.

During the year ended 31 December 2025 and 2024, no impairment loss has been recognised in profit or loss in respect of the property, plant and equipment and right-of-use assets.

Estimated impairment of trade, bills and other receivables

The management of the Group performs impairment assessment on individual debtor basis to estimate the amount of ECL of trade, bills and other receivables based on internal credit ratings, ageing, repayment history and/or past due status of respective debtors. Estimated loss rates are based on historical observed default rates over the expected life of the debtors and are adjusted for forward-looking information. At every reporting date, the internal credit rating and historical observed default rates are reassessed and changes in the forward-looking information are considered.

The provision of ECL is sensitive to changes in estimates. The information about the ECL is disclosed in Note 32.

At 31 December 2025, the Group's net carrying amount of trade receivables was approximately RMB336,948,000 (net of allowance for credit losses of approximately RMB11,809,000) (2024: approximately RMB431,916,000 (net of allowance for credit losses of approximately RMB9,423,000)).

At 31 December 2025, the Group's carrying amount of bills receivables was approximately RMB10,758,000 (2024: approximately RMB4,305,000). The ECL for the Group's bills receivables is insignificant.

At 31 December 2025, the Group's net carrying amount of other receivables was approximately RMB5,746,000 (net of allowance for credit losses of approximately RMB79,000) (2024: approximately RMB16,262,000 (net of allowance for credit losses of approximately RMB2,070,000)).

4. KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

Useful lives of property, plant and equipment

Property, plant and equipment (other than construction in progress) are stated at cost less accumulated depreciation and accumulated impairment losses, if any, in the consolidated statement of financial position. The estimation of their useful lives is the key element for the annual depreciation expense. Management estimates useful lives of property, plant and equipment (other than construction in progress) based on their experience and historical production statistics. Should the useful lives of the Group's property, plant and equipment (other than construction in progress) be deviated from the estimation, higher/lower depreciation expense would lead to a decrease/increase the Group's profit respectively.

At 31 December 2025, the Group's carrying amount of property, plant and equipment is approximately RMB209,961,000 (2024: approximately RMB208,236,000).

Recognition of deferred tax assets

At 31 December 2025, deferred tax assets of approximately RMB14,483,000 (2024: approximately RMB24,488,000) was recognised in the consolidated statement of financial position. The realisation of the deferred tax assets mainly depends on whether sufficient future profits or taxable temporary differences will be available in the future. In cases where the actual future profits generated are less than expected, a material reversal of deferred tax assets may arise, which will be recognised in profit or loss in the periods in which such a reversal takes place. In cases where the actual future profits generated are higher than expected, the deferred tax assets will be adjusted and recognised in the consolidated statement of profit or loss and other comprehensive income in the periods in which such a situation takes place.

Fair value of financial assets at FVTPL

The Directors use their judgment in selecting an appropriate valuation technique for financial assets not quoted in an active market. Valuation techniques commonly used by market practitioners are applied. The estimation of fair value of financial assets at FVTPL includes some assumptions not supported by observable inputs. The carrying amount of the financial assts at FVTPL was approximately RMB50,152,000 at 31 December 2025 (2024: approximately RMB161,278,000). Details of the assumptions used are disclosed in Note 32. Directors believe that the chosen valuation techniques and assumptions are appropriate in determining the fair values of fair value of financial assets at FVTPL.

5. REVENUE

(i) Disaggregation of revenue from contracts with customers

The Group's revenue represents amounts received and receivable from the sale of optical fibre cables and optical distribution network devices and prepainted steel sheet, net of discounts, customers' returns and sales related tax, that are recognised at a point in time as follows:

	Year ended 31 December	
	2025	2024
	RMB'000	RMB'000
Optical fibre cables	**427,833**	486,620
Optical distribution network devices	**26,094**	31,724
Prepainted steel sheet	**10,241**	19,753
	464,168	538,097

Sales of the Group's optical fibre cables, optical distribution network devices and prepainted steel sheet are principally made to customers located in the PRC.

5. REVENUE (CONTINUED)

(ii) Performance obligations for contracts with customers

The Group sells optical fibre cables and optical distribution network devices to the four state-owned telecommunication network operators in the PRC (the "**Major PRC Telecommunications Network Operators**") and other companies according to the relevant sales agreements. Revenue is recognised when control of optical fibre cables and optical distribution network devices has been transferred, being when they have been delivered to the customers' specific locations based on the quantity of optical fibre cables and optical distribution network devices received by the customers. A receivable is recognised by the Group as this represents the point in time at which the right to consideration becomes unconditional, as only the passage of time is required before payment is due. No provision for returns of optical fibre cables and optical distribution network devices is set out in the relevant sales agreements, unless they could be replaced if quality problems are found. The customers have neither rights of return nor rights to defer or avoid payment for the goods once the goods are received by the customers. The Group usually issues invoices in six months after completion of delivery of goods. According to the relevant sales agreements entered into between the Group and the Major PRC Telecommunications Network Operators, 70% – 90% of invoiced amounts is receivable upon issue of invoices. The Group allows credit period within six months to the Major PRC Telecommunication Network Operators for the receipt of the remaining balances. In addition, the Group granted credit periods of not more than one year after completion of delivery of goods to other customers with good repayment history. The Group does not obtain collateral from customers.

(iii) Transaction price allocated to the remaining performance obligation for contracts with customers

All performance obligations in relation to sale of optical fibre cables and optical distribution network devices are for periods of one year or less. As permitted under IFRS 15, the transaction price allocated to these unsatisfied contracts is not disclosed.

6. SEGMENT INFORMATION

Information reported to the chief executive officer of the Company (also general manager of the Group), being the chief operating decision maker, for the purposes of resource allocation and assessment of performance focuses on revenue from the sales of optical fibre cables, optical distribution network devices and prepainted steel sheet.

As the Group is principally engaged in the manufacturing and sales of optical fibre cables, optical distribution network devices and prepainted steel sheet, the Directors consider that the Group has one reportable and operating segment. As such, no segment information is presented other than the entity-wide disclosures.

6. SEGMENT INFORMATION (CONTINUED)

Geographical information

The Group's operation is principally in the PRC and all its non-current assets (other than financial assets at FVTPL and certain deferred tax assets) are situated in the PRC.

Major customers

Revenue from customers of the corresponding years contributing over 10% of total revenue of the Group are as follows:

	Year ended 31 December	
	2025	2024
	RMB'000	RMB'000
Customer A*	**265,481**	339,619
Customer B*	**111,382**	146,899

* Revenue from sales of optical fibre cables.

7. OTHER INCOME, GAINS, EXPENSES AND LOSSES, NET

	Year ended 31 December	
	2025	2024
	RMB'000	RMB'000
Bank interest income	**2,454**	6,616
Foreign exchange losses, net	**(1,153)**	(742)
Sale of electricity and gain on sales of other materials	**1,610**	7,091
Government grants recognised *(Note)*	**3,902**	7,875
Loss on disposal of property, plant and equipment	**(105)**	(289)
Rental income	**1,697**	–
Others	**(263)**	(1,070)
Other income, gains, expenses and losses, net	**8,142**	19,481

Note: The government grants recognised included the release of deferred income of approximately RMB466,000 (2024: approximately RMB466,000) during the year ended 31 December 2025 (Note 28).

At 31 December 2025 and 2024, there were no unfulfilled conditions or other contingencies attaching to the government grant that had been recognised by the Group.

8. FINANCE COSTS

	Year ended 31 December	
	2025	2024
	RMB'000	RMB'000
Interest on borrowings	**8,109**	10,067
Interest on lease liabilities	**–**	1
	8,109	10,068
Less: amounts capitalised as construction in progress	**(1,906)**	(4,066)
Finance costs, net	**6,203**	6,002

The capitalisation rate used to determine capitalised amounts of interests incurred in 2025 was approximately 3.99% (2024: approximately 3.73%).

9. INCOME TAX EXPENSE

	Year ended 31 December	
	2025	2024
	RMB'000	RMB'000
PRC Enterprise Income Tax ("**EIT**")	**8,653**	8,262
Deferred tax *(Note 27)*	**(11,219)**	(7,542)
Over provision in respect of prior year, net	**(1,324)**	(4,740)
Income tax expense	**(3,890)**	(4,020)

Under the Law of the PRC on Enterprise Income Tax (the "**EIT Law**") and Implementation Regulation of the EIT Law, Jiangsu Nanfang Communication Technology Company Limited ("**Nanfang Communication**") and Jiangsu Yingke Communication Technology Company Limited ("**Yingke**"), subsidiaries of the Company, are continuously recognised as "High and New Technology Enterprise" for a three-year-period starting in 2025. Accordingly, Nanfang Communication and Yingke are entitled to a reduced EIT rate of 15% for the year (2024: 15%).

9. INCOME TAX EXPENSE (CONTINUED)

Income tax expense for the year can be reconciled to the profit before income tax per the consolidated statement of profit or loss and other comprehensive income as follows:

	Year ended 31 December	
	2025	2024
	RMB'000	RMB'000
Profit before income tax	**34,280**	43,956
Tax at applicable tax rate at 15% in the PRC *(Note (a))*	**5,143**	6,593
Provision of withholding tax on distributable profits	**1,214**	1,017
Tax effect of expenses not deductible for tax purpose	**5,517**	341
Tax effect of income not subject to tax	**(708)**	(2,557)
Additional tax benefit applicable to the Group *(Note (b))*	**(2,934)**	(3,446)
Effect of share of results of an associate	**(1,661)**	(1,541)
Effect of share of results of a joint venture	**(581)**	(322)
Effect of different EIT rate applicable to a subsidiary	**(1,318)**	(392)
Utilisation of tax losses previously not recognised	**(634)**	–
Tax effect of tax losses not recognised	**1,176**	9,067
Over provision in respect of prior year, net	**(1,324)**	(4,740)
Income tax expense	**3,890**	4,020

Notes:

(a) For the year ended 31 December 2025, the PRC EIT rate of 15% (2024: 15%) is applicable to Nanfang Communication and Yingke that account for substantial operation of the Group.

(b) Pursuant to the relevant tax rules and regulations, expenses in research nature are entitled to additional tax deduction at 100% (2024: 100%) of the cost incurred.

Income tax recoverables/(payables) in the consolidated statement of financial position represents:

	As at 31 December	
	2025	2024
	RMB'000	RMB'000
At beginning of the year	**(6,415)**	(10,880)
Income tax (refunded)/paid	**(693)**	943
EIT for the year	**7,329**	3,522
At the end of the year	**221**	(6,415)

10. PROFIT BEFORE INCOME TAX

	Year ended 31 December	
	2025	2024
	RMB'000	RMB'000
Cost of inventories recognised as cost of sales	**360,336**	439,624
Profit before income tax has been arrived at after charging:		
Depreciation of property, plant and equipment	**11,783**	6,553
Less: Depreciation capitalised in inventories	**(4,203)**	(4,398)
Depreciation recognised as cost of sales	**7,580**	2,155
Depreciation of right-of-use assets	**1,042**	1,246
Auditor's remuneration	**890**	1,080
Staff costs (including the directors' remuneration as disclosed in Note 11 below):		
– Salaries, wages, allowances and discretionary bonuses	**31,495**	30,313
– Retirement benefit scheme contributions	**3,805**	1,991
Total staff costs	**35,300**	32,304

11. DIRECTOR'S AND CHIEF EXECUTIVE OFFICER'S EMOLUMENTS AND EMPLOYEES' EMOLUMENTS

(a) Directors

Details of the emoluments paid to the directors of the Company during the year are as follows:

		Other emoluments			
	Fees RMB'000	Salaries wages, and allowances RMB'000	Discretionary bonuses RMB'000 *(Note 1)*	Retirement benefit scheme contributions RMB'000	Total RMB'000
Year ended 31 December 2025					
Executive directors					
Mr. Shi Ming	180	633	–	48	861
Ms. Yu Rumin	175	125	–	6	306
Ms. Yu Ruping	–	262	–	35	297
Non-executive director					
Mr. Yu Jinlai	–	261	–	–	261
Independent non-executive directors					
Mr. Wu Wing Kuen *(Note 2)*	33	–	–	–	33
Ms. Ju Hefeng *(Note 3)*	45	–	–	–	45
Mr. Chan Kai Wing	173	–	–	–	173
Mr. Liu Cheng Yi	173	–	–	–	173
	779	1,281	–	89	2,149

11. DIRECTOR'S AND CHIEF EXECUTIVE OFFICER'S EMOLUMENTS AND EMPLOYEES' EMOLUMENTS (CONTINUED)

(a) Directors (continued)

Details of the emoluments paid to the directors of the Company during the year are as follows:

		Other emoluments			
	Fees RMB'000	Salaries wages, and allowances RMB'000	Discretionary bonuses RMB'000 *(Note 1)*	Retirement benefit scheme contributions RMB'000	Total RMB'000
Year ended 31 December 2024					
Executive directors					
Mr. Shi Ming	180	666	–	12	858
Ms. Yu Rumin	300	75	–	5	380
Ms. Yu Ruping	–	246	–	9	255
Non-executive director					
Mr. Yu Jinlai	–	261	–	–	261
Independent non-executive directors					
Mr. Wu Wing Kuen *(Note 2)*	200	–	–	–	200
Mr. Chan Kai Wing	178	–	–	–	178
Mr. Liu Cheng Yi	178	–	–	–	178
	1,036	1,248	–	26	2,310

Notes:

1 The discretionary bonuses are determined by reference to the individual performance of the executive directors of the Company and approved by the Remuneration Committee (composed of an executive director and two independent non-executive directors of the Company).

2 Mr. Wu passed away on 17 February 2025.

3 Ms. Ju was being appointed as independent non-executive director on 1 August 2025.

The executive directors' emoluments of the Company shown above were for their services in connection with the management of the affairs of the Company and the Group. The emoluments of the non-executive director and independent non-executive directors shown above were for their services as directors of the Company.

11. DIRECTOR'S AND CHIEF EXECUTIVE OFFICER'S EMOLUMENTS AND EMPLOYEES' EMOLUMENTS (CONTINUED)

(b) Employees

Of the five individuals with the highest emoluments in the Group for the year ended 31 December 2025, 3 individuals (2024: 3 individuals) were directors of the Company whose emoluments are included in the disclosures above. The emoluments of the remaining 2 individuals (2024: 2 individuals) for the year ended 31 December 2025 and 2024 were as follows:

	Year ended 31 December	
	2025	2024
	RMB'000	RMB'000
Salaries, wages and allowances	**414**	410
Discretionary bonuses *(Note)*	**193**	188
Retirement benefit scheme contributions	**25**	24
	632	622

Note: The discretionary bonuses are determined with reference to the individual performance of the employee.

	Year ended 31 December Number of employees	
	2025	2024
Less than HK$1,000,000	**2**	2

Mr. Shi Ming is the chief executive officer of the Company and the general manager of the Group during the year whose emoluments have been included in Note 11(a).

There was no arrangement under which a director waived or agreed to waive any remuneration during the years ended 31 December 2025 and 2024.

No emoluments were paid by the Group to any of the directors of the Company or five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office and none of the directors of the Company waived any emoluments for both years.

12. EARNINGS PER SHARE

	Year ended 31 December	
	2025	2024
	RMB'000	RMB'000
Profit		
Profit for the purpose of basic earnings per share (Profit for the year attributable to owners of the Company)	**30,390**	39,936

	Year ended 31 December	
	2025	2024
	'000	'000
Number of shares		
Weighted average number of ordinary shares for the purpose of basic profit per share	**1,626,240**	1,626,240

No diluted earnings per share is presented as there are no potential ordinary shares outstanding for both years.

13. DIVIDENDS

The directors of the Company have resolved not to declare a final dividend for the year ended 31 December 2025 (2024: nil).

14. PROPERTY, PLANT AND EQUIPMENT

	Buildings	Plant, machinery and equipment	Leasehold improvements	Motor vehicles	Construction in progress	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Cost						
At 1 January 2024	61,150	119,526	15,550	10,946	81,447	288,619
Additions	254	2,808	–	405	63,155	66,622
Disposal	–	(13,006)	–	(480)	(147)	(13,633)
At 31 December 2024	61,404	109,328	15,550	10,871	144,455	341,608
Additions	**–**	**1,359**	**459**	**1,963**	**10,081**	**13,862**
Disposal	**(1,809)**	**(3,149)**	**–**	**(2,058)**	**–**	**(7,016)**
Transfer	**150,151**	**114**	**3,030**	**–**	**(153,295)**	**–**
At 31 December 2025	**209,746**	**107,652**	**19,039**	**10,776**	**1,241**	**348,454**
Accumulated depreciation						
At 1 January 2024	23,312	100,903	5,118	8,798	–	138,131
Provided for the year	2,618	2,646	691	598	–	6,553
Disposal	–	(10,858)	–	(454)	–	(11,312)
At 31 December 2024	25,930	92,691	5,809	8,942	–	133,372
Provided for the year	**7,441**	**2,212**	**1,164**	**966**	**–**	**11,783**
Disposal	**(1,719)**	**(2,990)**	**–**	**(1,953)**	**–**	**(6,662)**
At 31 December 2025	**31,652**	**91,913**	**6,973**	**7,955**	**–**	**138,493**
Carrying amount						
At 31 December 2025	**178,094**	**15,739**	**12,066**	**2,821**	**1,241**	**209,961**
At 31 December 2024	35,474	16,637	9,741	1,929	144,455	208,236

14. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

The above items of property, plant and equipment, other than construction in progress, are depreciated on a straight-line basis based on their estimated useful lives, after taking into account the estimated residual value, as follows:

Buildings	20–30 years
Plant, machinery and equipment	3–10 years
Leasehold improvements	5–10 years
Motor vehicles	4–5 years

The Group's properties are located in the PRC.

15. RIGHT-OF-USE ASSETS

	Leasehold land RMB'000
Cost	
At 1 January 2024, 31 December 2024 and 31 December 2025	51,821
Accumulated depreciation	
At 1 January 2024	4,646
Depreciation	1,041
At 31 December 2024	5,687
Depreciation	1,042
At 31 December 2025	**6,729**
Carrying amount	
At 31 December 2025	**45,092**
At 31 December 2024	46,134

	Year ended 31 December	
	2025	2024
	RMB'000	RMB'000
Expense relating to short-term leases	**175**	154
Total cash outflow for leases	**175**	367

15. RIGHT-OF-USE ASSETS (CONTINUED)

The below item of right-of-use assets is depreciated on a straight-line basis based over the shorter of their estimated useful lives and the lease terms as follows:

Leasehold land	shorter of estimated useful lives or lease term of 50 years

The Group's right-of-use assets in respect of the leasehold land are in the PRC under medium term lease and are used by the Group where its production plant is built.

16. INTEREST IN AN ASSOCIATE

	As at 31 December	
	2025	2024
	RMB'000	RMB'000
Cost of investment in an associate, unlisted	**73,500**	73,500
Share of post-acquisition profit of an associate, net of dividends received	**28,316**	33,576
Interest in an associate	**101,816**	107,076

The details of the Group's interest in an associate are as follows:

Name of the entity	Place of establishment and operation	Form of business structures	Proportion of equity interests and voting right held by the Group as at 31 December		Principal activities
			2025	2024	
			%	%	
江蘇南方光纖科技有限公司 (transliterated as Jiangsu Nanfang Optic Electric Technology Company Limited)	The PRC	incorporated	**49**	49	Manufacturing and sales of optical fibre

The above associate is accounted for using the equity method in consolidated financial statements as set out in the Group's accounting policies in Note 3.2.

16. INTEREST IN AN ASSOCIATE (CONTINUED)

The details of the Group's interest in an associate are as follows:

	As at 31 December	
	2025	2024
	RMB'000	RMB'000
Current assets	**209,640**	206,233
Non-current assets	**45,666**	51,916
Current liabilities	**(47,519)**	(39,627)
Net assets	**207,787**	218,522
Proportion of the Group's ownership interest therein	**49%**	49%
Group's share of net assets of an associate	**101,816**	107,076

	Year ended 31 December	
	2025	2024
	RMB'000	RMB'000
Revenue	**218,349**	250,179
Profit and total comprehensive income for the year	**24,265**	20,267
Group's share of profit of an associate	**11,890**	9,931
Adjustment for unrealised profit for the purchase of optical fibre from an associate which remains unsold at the end of reporting period	**(818)**	340
Group's share of profit of an associate presented on the consolidated statement of profit or loss and other comprehensive income	**11,072**	10,271
Dividends received from an associate	**17,150**	–

17. INTEREST IN A JOINT VENTURE

	As at 31 December	
	2025	2024
	RMB'000	RMB'000
Cost of unlisted investment in a joint venture	**38,250**	38,250
Share of post-acquisition profit of a joint venture	**15,525**	11,652
Interest in a joint venture	**53,775**	49,902

The details of the Group's interest in a joint venture are as follows:

Name of the entity	Place of establishment and operation	Fully paid registered capital	Attributable equity interest of the Group as at 31 December		Principal activities
			2025	2024	
			%	%	
江蘇盈科光導科技有限公司 (transliterated as Jiangsu Yingke Optical Material Technology Company Limited)	The PRC	RMB75,000,000	**51**	51	Manufacturing and sales of optical fibre preforms

The above joint venture is accounted for using the equity method in consolidated financial statements as set out in the Group's accounting policies in Note 3.2.

The joint venture's financial and operating decisions require unanimous consents of both the Group and the joint venture partner.

The summarised financial information below represents amounts shown in the joint venture's financial statements prepared in accordance with IFRS.

	As at 31 December	
	2025	2024
	RMB'000	RMB'000
Current assets	**117,993**	102,057
Non-current assets	**7,146**	8,134
Current liabilities	**(19,698)**	(12,344)
Net assets	**105,441**	97,847
Proportion of the Group's ownership interest therein	**51%**	51%
Group's share of net assets of a joint venture	**53,775**	49,902

17. INTEREST IN A JOINT VENTURE (CONTINUED)

	Year ended 31 December	
	2025	2024
	RMB'000	RMB'000
Revenue	**120,611**	133,658
Profit and total comprehensive income for the year	**7,594**	4,208
Group's share of profit of a joint venture	**3,873**	2,146
Dividends received from a joint venture	**–**	–
The above profit and total comprehensive income for the year includes the following:		
Depreciation and amortisation	**(988)**	(1,882)
Interest income	**1,512**	2,250
Income tax expense	**(2,423)**	(1,495)

18. FINANCIAL ASSETS AT FVTPL

	As at 31 December	
	2025	2024
	RMB'000	RMB'000
Non-current portion		
Unlisted equity investment, at fair value	**–**	161,278
Current portion		
Wealth management products, at fair value	**50,152**	–

The above unlisted equity investments were irrevocably designated at FVTPL as the Group considers the objective is not to hold in order to collect contractual cash flows.

On 24 October 2025, the Company completed the disposal of the unlisted equity investment at consideration net of transaction cost of approximately RMB167,287,000.

Wealth management products in offered by licensed banks. Change in fair value of financial assets at FVTPL of RMB152,000 were recognised during the year ended 31 December 2025. Wealth management products are classified as current as the management of the Group and Company expects to realise these financial assets within twelve months.

The movements in fair value measurements in Level 3 during the year are disclosed in Note 32.

19. INVENTORIES

	As at 31 December	
	2025	2024
	RMB'000	RMB'000
Raw materials	**13,896**	9,475
Work in progress	**2,893**	4,037
Finished goods	**20,568**	13,801
Inventories	**37,357**	27,313

20. TRADE AND BILLS RECEIVABLE

	As at 31 December	
	2025	2024
	RMB'000	RMB'000
Trade receivables	**348,757**	441,339
Less: Allowance of credit losses	**(11,809)**	(9,423)
Trade receivables, net	**336,948**	431,916
Bills receivables *(Note)*	**10,758**	4,305
Trade and bills receivable	**347,706**	436,221

Note: At 31 December 2025, the Group's bills receivables were issued by banks and customers with maturity within six months.

The following is an ageing analysis of trade receivables, net of allowance for credit losses, presented based on invoice date:

	As at 31 December	
	2025	2024
	RMB'000	RMB'000
Less than 6 months	**309,845**	411,022
More than 6 months, but less than 1 year	**18,003**	9,197
More than 1 year	**9,100**	11,697
Trade receivables, net	**336,948**	431,916

For the year ended 31 December 2025, approximately 81.6% (2024: approximately 85.8%) of the Group's sales of optical fibre cables, optical distribution network devices and other materials were made to the Major PRC Telecommunications Network Operators and the remainder was made to other third parties. The Group usually issues invoices in six months after completion of delivery of goods. According to the relevant sales agreements entered into between the Group and the Major PRC Telecommunications Network Operators, 70% – 90% of invoiced amounts is receivable upon issue of invoices. The Group allows credit period within six months to the Major PRC Telecommunication Network Operators for the receipt of the remaining balances. In addition, the Group granted credit periods of not more than one year after completion of delivery of goods to customers with good repayment history. The Group does not obtain collateral from customers.

Details of impairment assessment of trade and bills receivables are set out in Note 32.

21. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

	As at 31 December	
	2025	2024
	RMB'000	RMB'000
Prepayments for inventories	**7,271**	8,602
Prepayments for acquiring property, plant and equipment	**7,208**	288
Prepaid expenses	**1,484**	908
Value-added-tax ("**VAT**") recoverable	**24,481**	17,424
	40,444	27,222
Other receivables	**5,825**	18,332
Less: Allowance for credit losses on other receivables	**(79)**	(2,070)
Other receivables, net	**5,746**	16,262
Prepayments, deposits and other receivables	**46,190**	43,484

Details of impairment assessment of other receivables are set out in Note 32.

22. BANK DEPOSITS WITH ORIGINAL MATURITY MORE THAN THREE MONTHS, RESTRICTED BANK DEPOSITS AND BALANCES, BANK DEPOSITS, BANK BALANCES AND CASH

Bank deposits with original maturity more than three months, restricted bank deposits and balances, bank deposits and bank balances carry interest at rates ranging from 0.001% to 3.57% per annum (2024: from 0.001% to 3.55% per annum) at the end of the reporting period.

At 31 December 2025, the Group pledged certain of its restricted bank deposits and balances totalling approximately RMB160.3 million (2024: approximately RMB173.6 million) to secure bills payable and bank borrowings.

The Group's bank deposits with original maturity more than three months, restricted bank deposits and balances, bank deposits, bank balances and cash are denominated and deposited with banks in the Mainland China and Hong Kong, respectively. The conversion of the RMB denominated balances into foreign currencies, which are placed within the PRC, is subject to the rules and regulations of foreign exchange control promulgated by the PRC Government.

Details of impairment assessment of bank deposits with original maturity of more than three months, restricted bank deposits and balances, bank deposits and bank balances are set out in Note 32.

23. BANK BORROWINGS

	As at 31 December	
	2025	2024
	RMB'000	RMB'000
Variable-rate bank borrowings:		
Secured and guaranteed bank borrowings	**100,065**	–
Unsecured and guaranteed bank borrowings	**79,140**	230,223
	179,205	230,223
Fixed-rate bank borrowings:		
Unsecured and guaranteed bank borrowings	**–**	30,027
Unsecured and unguaranteed bank borrowings	**–**	100,092
	–	130,119
Total bank borrowings	**179,205**	360,342
Within one year	**119,205**	201,342
More than one year but not exceeding two years	**60,000**	159,000
	179,205	360,342
Less: Amounts due within one year shown under current liabilities	**(119,205)**	(201,342)
Amounts shown under non-current liabilities	**60,000**	159,000

23. BANK BORROWINGS (CONTINUED)

All bank borrowings are denominated in the functional currency of the group entities. At 31 December 2025, the Group had interest-bearing bank borrowings amounting to approximately RMB179.2 million (31 December 2024: approximately RMB360.3 million).

At 31 December 2025, the Group's bank borrowings of approximately RMB179.2 million (31 December 2024: approximately RMB230.2 million) carry interest with variable interest rates ranging from 2.11% to 3.65% (31 December 2024: ranging from 2.15% to 3.65%) per annum.

Variable-rate bank borrowings of approximately RMB79.1 million is unsecured but guaranteed by group companies (2024: approximately RMB230.2 million) while an amount of approximately RMB100.1 million was secured by restricted bank deposits and balances and guaranteed by group companies (2024: nil).

At 31 December 2025, the Group do not have fixed interest rates borrowing (31 December 2024: approximately RMB130.1 million carried interest with fixed interest rates ranging from 2.65% to 3.00% per annum).

At 31 December 2024, fixed-rate bank borrowings of approximately RMB30.0 million is unsecured but guaranteed by group companies while an amount of approximately RMB100.1 million was unsecured and unguaranteed.

The Group's banking borrowings of approximately RMB79,000,000 are subject to the fulfilment of covenants. Some of those relating to the Group's financial metrics which are tested periodically, as are commonly found in lending arrangements with financial institutions. If the Group were to breach the covenants the related loans would become payable on demand. The Group did not identify and difficulties complying with the covenants. Further details of the covenants and the Group's management of liquidity risk are set out in Note 32. At 31 December 2025, none of the covenants relating to drawn down facilities had been breached (2024: nil).

24. TRADE AND BILLS PAYABLE

	As at 31 December	
	2025	2024
	RMB'000	RMB'000
Trade payables	**139,702**	156,438
Bills payable	**106,320**	121,892
Trade and bills payable	**246,022**	278,330

The average credit period on purchases of materials was within four months upon receipts of the materials and the relevant VAT invoices.

The following is an ageing analysis of trade payables, presented based on the invoice date:

	As at 31 December	
	2025	2024
	RMB'000	RMB'000
Less than 6 months	**134,038**	145,225
More than 6 months, but less than 1 year	**706**	3,562
More than 1 year	**4,958**	7,651
Trade payables	**139,702**	156,438

Included in trade payables, there is an amount due to an associate of approximately RMB52,018,000 (2024: approximately RMB30,277,000) at 31 December 2025. The amount due to the associate is unsecured, interest-free and payable according to the relevant purchase agreements.

At the end of the reporting period, the Group's bills payable were issued by banks with maturity within six months and were secured by the Group's certain restricted bank deposits.

25. OTHER PAYABLES

	As at 31 December	
	2025	2024
	RMB'000	RMB'000
Advance from the ultimate holding company *(Note (a))*	**654**	654
Amount due to a director *(Note (b))*	**961**	361
Other payables *(Note (c))*	**14,731**	8,436
Staff costs payable	**9,714**	9,259
Other taxes payable	**1,328**	934
Other payables	**27,388**	19,644

Notes:

(a) The amount advanced from the Company's ultimate holding company is unsecured, interest-free and repayable on demand.

(b) The amount due to a director is unsecured, interest-free and repayable on demand.

(c) Other payables mainly included transportation costs payables and payables for acquiring property, plant and equipment.

26. CONTRACT LIABILITIES

The Group presents advances from customers as contract liabilities on the consolidated statement of financial position.

The Group has recognised the following contract liabilities:

	As at 31 December	
	2025	2024
	RMB'000	RMB'000
Contract liabilities arising from:		
– Optical fibre cables	**493**	88
– Prepainted steel sheet	**1,914**	2,190
Contract liabilities	**2,407**	2,278

26. CONTRACT LIABILITIES (CONTINUED)

Movements in contract liabilities:

The following table shows how much of the revenue recognised in each of the year relates to carried-forward contract liabilities at the beginning of the year:

	Optical fibre cables RMB'000	Prepainted steel sheet RMB'000	Total RMB'000
Balance at 1 January 2024	555	3,064	3,619
Decrease in contract liabilities as a result of recognising revenue during the year was included in the contract liabilities at the beginning of the period	(467)	(2,473)	(2,940)
Increase in contract liabilities as a result of billing in advance	–	1,599	1,599
Balance at 31 December 2024	88	2,190	2,278
Decrease in contract liabilities as a result of recognising revenue during the year was included in the contract liabilities at the beginning of the period	(88)	(841)	(929)
Increase in contract liabilities as a result of billing in advance	493	565	1,058
Balance at 31 December 2025	**493**	**1,914**	**2,407**

27. DEFERRED TAXATION

The movements in deferred tax assets/liabilities during the year are as follows:

Deferred tax assets:

	Allowance for impairment of trade and other receivables	Deferred income	Tax losses	Accrual for staff costs	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
At 1 January 2024	2,199	2,210	25,521	1,083	31,013
(Charged)/credited to profit or loss	84	(70)	(6,215)	(324)	(6,525)
At 31 December 2024	2,283	2,140	19,306	759	24,488
(Charged)/credited to profit or loss	359	(70)	(10,238)	(56)	(10,005)
At 31 December 2025	**2,642**	**2,070**	**9,068**	**703**	**14,483**

Deferred tax liabilities:

	Distributable profits of subsidiaries, an associate and a joint venture
	RMB'000
At 1 January 2024	(9,070)
Credited to profit or loss	(1,017)
At 31 December 2024	(10,087)
Charged to profit or loss	(1,214)
At 31 December 2025	**(11,301)**

27. DEFERRED TAXATION (CONTINUED)

As 31 December 2025, the Group has unused tax losses of RMB40,104,000 (2024: RMB110,124,000) available for offset against future profits. A deferred tax asset has been recognised in respect of approximately RMB9,068,000 (2024: RMB19,306,000) of such losses.

According to the PRC EIT Law and its related regulations, the Group is subject to a withholding tax at 5%, unless reduced by tax treaties or arrangements, for dividends distributed by a PRC enterprise to its immediate holding company outside the PRC for earnings generated beginning on 1 January 2008 and undistributed earnings generated prior to 1 January 2008 are exempted from such withholding tax. Since the Group controls the dividend policy of the Group's PRC subsidiaries, deferred tax liability arising from the undistributed profits of the Group's PRC subsidiaries is only provided to the extent that such profits are expected to be distributed in the foreseeable future.

Deferred tax expense:

	Year ended 31 December	
	2025	2024
	RMB'000	RMB'000
Deferred tax assets charged to profit or loss, net	**(10,005)**	(6,525)
Deferred tax liabilities charged to profit or loss	**(1,214)**	(1,017)
Deferred tax expense, net	**(11,219)**	(7,542)

28. DEFERRED INCOME

Deferred income mainly represented subsidies for the Group's certain prepaid lease payments/right-of-use assets and equipment.

29. SHARE CAPITAL

	Number of shares	Share capital
	'000	HK$'000
Ordinary share of HK$0.001 each		
Authorised:		
At 1 January 2024, 31 December 2024 and 31 December 2025	**8,000,000**	**8,000**
Issued and fully paid:		
At 1 January 2024, 31 December 2024 and 31 December 2025	**1,626,240**	**1,626**

Presented in the consolidated financial statements as

	RMB'000
At 1 January 2024, 31 December 2024 and 31 December 2025	**1,418**

30. SHARE OPTION SCHEME

Pursuant to written resolutions passed on 24 November 2016, the Company adopted a share option scheme (the "**Share Option Scheme**"). The Share Option Scheme is valid for a period of 10 years commencing on 24 November 2016. The purpose of the Share Option Scheme is to enable the Group to grant options to selected participants as incentives or rewards for their contribution to the Group.

Under the Share Option Scheme, the board of directors of the Company may, at its discretion, grant options to subscribe for ordinary shares of the Company to eligible participants ("**Eligible Participants**") who contribute to the long-term growth and profitability of the Company. Eligible Participants include (i) any employee (whether full-time or part-time including any executive Director but excluding any non-executive Director) of the Company, any of its subsidiaries or any entity ("**Invested Entity**") in which any member of the Group holds an equity interest; (ii) any non-executive Directors (including independent non-executive Directors) of the Company, any of its subsidiaries or any Invested Entity; (iii) any supplier of goods or services to any member of the Group or any Invested Entity; (iv) any customer of any member of the Group or any Invested Entity; (v) any person or entity that provides research, development or other technological support to any member of the Group or any Invested Entity; (vi) any shareholder of any member of the Group or any Invested Entity or any holder of any securities issued by any member of the Group or any Invested Entity; (vii) any adviser (professional or otherwise) or consultant to any area of business or business development of any member of the Group or any Invested Entity; and (viii) any other group or classes of participants who have contributed or may contribute by way of joint venture, business alliance or other business arrangement to the development and growth of the Group. The maximum number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option schemes adopted by the Group shall not exceed 30% of the ordinary share capital of the Company in issue from time to time. The total number of ordinary shares which may be allotted and issued upon exercise of all options to be granted under Share Options Scheme and any other share option of the Group must not in aggregate exceed 10% of the ordinary shares in issue at the date of passing of the relevant resolution adopting the Share Option Scheme.

30. SHARE OPTION SCHEME (CONTINUED)

Share options granted to a director, chief executive or substantial shareholder of the Company, or to any of their associates, are subject to approval in advance by the independent non-executive directors. In addition, any share options granted to a substantial shareholder or an independent non-executive director of the Company, or to any of their associates, in excess of 0.1% of the ordinary shares of the Company in issue at any time and with an aggregate value (based on the price of the Company's ordinary shares at the date of the grant) in excess of HK$5,000,000, within any twelve-month period, are subject to shareholders' approval in advance in a general meeting.

The offer of a grant of share options may be accepted within 21 days from the date of the offer, upon payment of a nominal consideration of HK$1.00 in total by the grantee. The exercise period of the share options granted is determinable by the Directors, save that such period shall not be more than ten years from the date of the offer of the share options, subject to the provisions for early termination as set out in the Share Option Scheme. Unless otherwise determined by the Directors at their absolute discretion, there is no requirement of a minimum period for which an option must be held before an option can be exercised. In addition, there is no performance target which must be achieved before any of the options can be exercised.

The exercise price of the share options is determinable by the Directors, but may not be less than the highest of (i) the Stock Exchange closing price of the Company's ordinary shares on the date of the offer of the share options; (ii) the average Stock Exchange closing price of the Company's ordinary shares for the five business days immediately preceding the date of the offer; and (iii) the nominal value of the Company's ordinary shares on the date of the offer.

Movements in the number of share options outstanding under the Scheme are as follows:

Outstanding at 1 January 2024, 31 December 2024 and 31 December 2025	–

No equity-settled share-based payment expenses were recognised during the year ended 31 December 2025 (2024: Nil).

31. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged throughout the year.

The capital structure of the Group consists of debts (representing bank borrowings), net of bank deposits, bank balances and cash, and equity attributable to owners of the Company, comprising share capital and reserves.

The management of the Group reviews the capital structure from time to time. As a part of this review, the management considers the cost of capital and the risks associated with the capital. Based on recommendations of the management, the Group will balance its overall capital structure through the payment of dividends, the issue of new shares, new debts or the redemption of existing debts.

32. FINANCIAL INSTRUMENTS

Categories of financial instruments

	As at 31 December	
	2025	2024
	RMB'000	RMB'000
Financial assets		
Financial assets at amortised cost	**775,197**	857,698
Financial assets at FVTPL	**50,152**	161,278
Financial liabilities		
Amortised cost	**441,573**	648,123

Fair value and fair value hierarchy of financial instruments

The carrying amounts and fair values of the Group's financial instruments, other than those with carrying amounts that reasonably approximate to fair values, are as follows:

	Carrying amounts		Fair values	
	2025	2024	**2025**	2024
	RMB'000	RMB'000	**RMB'000**	RMB'000
Financial asset at FVTPL				
Unlisted equity investment	**–**	161,278	**–**	161,278
Wealth management products	**50,152**	–	**50,152**	–

The fair values of unlisted equity investment designated at FVTPL have been estimated using a market-based valuation technique that are not supported by observable market prices or rates. The valuation requires the directors to determine comparable public companies (peers) based on industry, size, leverage and strategy, and to calculate an appropriate price multiple, such as enterprise multiple ("**EV/EBITDA**") for each comparable company identified. The multiple is calculated by dividing the enterprise value of the comparable company by an earnings measure. The trading multiple is then discounted for considerations such as illiquidity and size differences between the comparable companies based on company-specific facts and circumstances. The discounted multiple is applied to the corresponding earnings measure of the unlisted equity investment to measure the fair value. The valuation also requires the directors to determine the amounts of premiums and discounts that market participants would take into account when pricing the investments. The directors believe that the estimated fair values resulting from the valuation technique, which are recorded in the consolidated statement of financial position, and the related changes in fair values, which are recorded in profit or loss, are reasonable, and that they were the most appropriate values at the end of the reporting period.

For wealth management products, the Group determines fair values as at the reporting date based on the net asset value.

32. FINANCIAL INSTRUMENTS (CONTINUED)

Fair value and fair value hierarchy of financial instruments (continued)

The following tables illustrate the fair value measurement hierarchy of the Group's financial instruments:

Assets measured at fair value:

At 31 December 2025

	Fair value measurement using			
	Quoted prices in active markets (Level 1) RMB'000	**Significant observable inputs (Level 2) RMB'000**	**Significant unobservable inputs (Level 3) RMB'000**	**Total RMB'000**
Wealth management products	**–**	**–**	**50,152**	**50,152**

At 31 December 2024

	Fair value measurement using			
	Quoted prices in active markets (Level 1) RMB'000	Significant observable inputs (Level 2) RMB'000	Significant unobservable inputs (Level 3) RMB'000	Total RMB'000
Unlisted equity investment	–	–	161,278	161,278

32. FINANCIAL INSTRUMENTS (CONTINUED)

Fair value and fair value hierarchy of financial instruments (continued)

Assets measured at fair value: (continued)

Reconciliation for financial instruments carried at fair value based on significant unobservable inputs (Level 3) are as follows:

	Unlisted equity investment RMB'000	Wealth management product RMB'000
At 1 January 2024	154,121	–
Change in fair value of financial assets at FVTPL	7,157	–
At 31 December 2024	161,278	–
Purchase	–	50,000
Change in fair value of financial assets at FVTPL	6,009	152
Disposal	(167,287)	–
At 31 December 2025	–	50,152

There were no transfer between levels during the year ended 31 December 2025 and 2024.

32. FINANCIAL INSTRUMENTS (CONTINUED)

Fair value and fair value hierarchy of financial instruments (continued)

Assets measured at fair value: (continued)

Set out below is a summary of significant unobservable inputs to the valuation of unlisted equity instrument together with a quantitative sensitivity analysis at 31 December 2024:

	Valuation Technique	Significant unobservable input	Input	Sensitivity of fair value to the input
Equity investments designated at FVTPL	Valuation multiples	EV/EBITDA	7.57	10% increase in multiple would result in increase in fair value by approximately RMB11,893,000 10% decrease in multiple would result in decrease in fair value by approximately RMB12,754,000
		Discounted for lack of marketability	25%	5% increase in discount would result in decrease in fair value by approximately RMB363,000 5% decrease in discount would result in increase in fair value by approximately RMB672,000

The discount for lack of marketability represents the amounts of premiums and discounts determined by the Group that market participants would take into account when pricing the investments.

Financial risk management objectives and policies

The major financial instruments include trade, bills and other receivables, bank deposits with original maturity more than three months, restricted bank deposits and balances, bank deposits, bank balances and cash, financial assets at FVTPL, trade, bills and other payables, amount due to an associate, advance from the ultimate holding company and bank borrowings. Details of the financial instruments are disclosed in the respective notes. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. The directors of the Company manage and monitor these exposures to ensure appropriate measures are implemented on a timely and effective manner.

The Group is exposed to financial risks; principally market risk (currency risk, interest rate risk and price risk), credit risk and liquidity risk. Continuous monitoring of these risks ensures that the Group is protected against any adverse effects of such risks so far as it is possible and foreseeable.

32. FINANCIAL INSTRUMENTS (CONTINUED)

Financial risk management objectives and policies (continued)

Market risk

Currency risk

While the Group's operations were principally in the PRC during the year and it mainly made sales and incurred production costs and expenses in RMB, the Group has certain bank deposits and balances denominated in foreign currencies other than RMB. The Group may use any contracts to hedge against its exposure to currency risk, as appropriate, and the directors manage its foreign currency risk by closely monitoring the movement of the foreign currency rate.

At the end of the reporting period, the carrying amounts of the Group's foreign currency denominated monetary assets and liabilities are as follows:

	As at 31 December	
	2025	2024
	RMB'000	RMB'000
Assets		
Bank deposits and balances		
– HK$	**1,002**	776
– US$	**178,687**	11
– EUR	**128**	117

32. FINANCIAL INSTRUMENTS (CONTINUED)

Financial risk management objectives and policies (continued)

Market risk (continued)

Currency risk (continued)

The following table details the Group's sensitivity to a 5% (2024: 5%) increase in the exchange rate of RMB against HK$, US$ and EUR, 5% (2024: 5%) is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rate. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the period end for a 5% (2024: 5%) change in RMB against HK$, US$ and EUR.

	As at 31 December	
	2025	2024
	RMB'000	RMB'000
RMB strengthen 5% against HK$		
Increase/(decrease) in post-tax profit	**42**	(52)
RMB strengthen 5% against US$		
Increase in post-tax profit	**8,916**	–
RMB strengthen 5% against EUR		
Increase/(decrease) in post-tax profit	**6**	(17)

For a 5% (2024: 5%) weakening of the RMB against HK$, US$ and EUR, there would be an equal and opposite impact on the post-tax results for the year.

Interest rate risk

The Group's fair value interest rate risk relates primarily to its fixed rate bank deposits, lease liabilities and fixed rate bank borrowings. The Group is also exposed to cash flow interest rate risk through the impact of rate changes on variable interest bearing financial instruments, mainly, restricted bank balances, bank balances and variable rate bank borrowings which carried at prevailing market interest rates. The Group currently does not use any derivative contracts to hedge its exposure to interest rate risk.

The sensitivity analysis below has been determined based on the exposure to interest rates for variable interest bearing restricted bank balances, bank balances and bank borrowings at the end of the reporting period and assumed that these amounts outstanding at the end of the reporting period were outstanding for the whole relevant year.

32. FINANCIAL INSTRUMENTS (CONTINUED)

Financial risk management objectives and policies (continued)

Market risk (continued)

Interest rate risk (continued)

If interest rates on restricted bank balances, bank balances and variable rate bank borrowings of the Group had been 10 basis points (2024: 10 basis points) higher, and all other variables were held constant, the potential effect on post-tax results is as follows:

	Year ended 31 December	
	2025	2024
	RMB'000	RMB'000
Increase in post-tax profit	**240**	154

There would be an equal and opposite impact on the above post-tax loss, should the aforesaid interest rate be 10 basis points lower in the above sensitivity analysis.

The above sensitivity analysis represents management's assessment of the reasonably possible change in interest rate.

Price risk on financial assets at FVTPL

The Group is exposed to other price risk through its investment in financial assets at FVTPL (as disclosed in note 18).

The sensitivity analysis below has been determined based on the exposure to price risk at the end of the reporting period.

If the price of the investment in financial assets at FVTPL at 31 December 2025 had been 5% higher/lower (2024: 5%), a decrease in post-tax profit of approximately RMB2,508,000 (2024: decrease in post-tax profit of approximately RMB8,064,000) for the year ended 31 December 2025 as a result of the change in fair value of financial assets at FVTPL. In management's opinion, the sensitivity analysis is unrepresentative of the inherent price risk since the exposure at 31 December 2025, when the acquisition of the investment was completed, does not reflect the exposure during the year then ended.

32. FINANCIAL INSTRUMENTS (CONTINUED)

Financial risk management objectives and policies (continued)

Credit risk and impairment assessment

As the end of the reporting period, the Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties is arising from the carrying amounts of the respective recognised financial assets as stated in the consolidated statement of financial position.

Trade and bills receivables arising from contracts with customers

In order to minimise the credit risk, the directors of the Company have delegated a team of staff responsible for determination of credit limits and monitoring procedures to ensure that follow-up action is taken to recover overdue debtors. In this regard, the Directors consider that the Group's credit risk is significantly reduced.

The Group applies the IFRS 9 simplified approach to measure ECL which uses a lifetime ECL for all trade and bills receivables. The management of the Group performs impairment assessment on individual debtor basis to estimate the amount of lifetime ECL of trade and bills receivables based on internal credit ratings, ageing, repayment history and/or past due status of respective debtors. Estimated loss rates are based on historical observed default rates over the expected life of the debtors and are adjusted for forward-looking information.

An impairment loss under ECL model, net of reversal, of approximately RMB2,386,000 (2024: approximately RMB427,000) is recognised for trade receivables for the year. Details of the quantitative disclosure are set out below in this note.

Other receivables

The management of the Group performs impairment assessment on individual debtor basis to estimate the amount of ECL of other receivables based on internal credit ratings, ageing, collateral, repayment history and/or past due status of respective other receivables and adjusted for forward-looking information. The 12m ECL for other receivables of approximately RMB9,000 and approximately RMB945,000 were recognised for the year ended 31 December 2025 and 2024 respectively.

Bank deposits with original maturity more than three months, restricted bank deposits and balances, bank deposits and bank balances

The management of the Group assessed that the Group's bank deposits with original maturity more than three months, restricted bank deposits and balances, bank deposits and bank balances are at low credit risk because they are placed with reputable banks with higher internal credit ratings with reference to either international or PRC credit-rating agencies, and ECL is insignificant.

32. FINANCIAL INSTRUMENTS (CONTINUED)

Financial risk management objectives and policies (continued)

Credit risk and impairment assessment (continued)

The Group's internal credit risk grading assessment comprises following categories:

Internal credit rating	Description	Trade and bills receivables	Other financial asset
Level 1	The counterparty has great ability of repayment, low risk of default and has no history of impairment loss.	Lifetime ECL – not credit-impaired	12m ECL
Level 2	The counterparty has good ability of repayment, but may infrequently settle after due date.	Lifetime ECL – not credit-impaired	12m ECL
Level 3	The counterparty has enough ability of repayment, but may settle in full after due date.	Lifetime ECL – not credit-impaired	12m ECL
Level 4	There is evidence indicating the asset is credit-impaired.	Lifetime ECL – not credit-impaired	Lifetime ECL – credit-impaired
Level 5	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery	Lifetime ECL – credit-impaired	Lifetime ECL – credit-impaired

32. FINANCIAL INSTRUMENTS (CONTINUED)

Financial risk management objectives and policies (continued)

Credit risk and impairment assessment (continued)

The table below details the credit risk exposures of the Group's financial assets which are subject to ECL assessment:

	Notes	Internal credit rating	12m or lifetime ECL	Average loss rate 2025 (%)	Average loss rate 2024 (%)	2025 Gross carrying amount RMB'000	2024 Gross carrying amount RMB'000
Financial assets at amortised cost							
Bank deposits with original maturity more than three months, restricted bank deposits and balances, bank deposits and bank balances	22	Level 1	12m ECL	–	–	421,745	405,215
Other receivables	21	Level 1	12m ECL	0.10	0.13	3,732	14,553
		Level 2	12m ECL	–	2.00	–	1,203
		Level 3	12m ECL	3.57	4.72	2,093	576
		Level 5	Lifetime ECL (credit-impaired)	–	100.00	–	2,000
						5,825	18,332
Trade and bills receivables – contracts with customers	20	Level 1	Lifetime ECL (not credit-impaired)	0.10	0.13	194,708	345,021
		Level 2	Lifetime ECL (not credit-impaired)	1.58	2.00	81,357	56,998
		Level 3	Lifetime ECL (not credit-impaired)	3.57	4.72	62,706	17,588
		Level 4	Lifetime ECL (credit-impaired)	22.60	26.25	16,085	18,627
		Level 5	Lifetime ECL (credit-impaired)	100.00	100.00	4,659	3,105
						359,515	441,339

32. FINANCIAL INSTRUMENTS (CONTINUED)

Financial risk management objectives and policies (continued)

Credit risk and impairment assessment (continued)

Allowance for impairment

During the current year, the movements in allowance for impairment that has been recognised for trade and other receivables were as follows:

	Trade receivables		Other receivables	
	Credit-impaired (Lifetime ECL)	Not credit-impaired (Lifetime ECL)	Not credit-impaired (12m ECL)	Total
	RMB'000	RMB'000	RMB'000	RMB'000
At 1 January 2024	7,471	1,525	1,125	10,121
Credit losses recognised, net of reversal	226	201	945	1,372
At 31 December 2024	7,697	1,726	2,070	11,493
Credit losses recognised, net of reversal	596	1,790	9	2,395
Written off as uncollectible	–	–	(2,000)	(2,000)
At 31 December 2025	**8,293**	**3,516**	**79**	**11,888**

Concentration on credit risk

The Group has concentration of credit risk because approximately 81.6% (2024: approximately 85.8%) of trade receivables at 31 December 2025 were due from the Major PRC Telecommunications Network Operators with good repayment history and strong financial background.

Other than the above, the Group does not have significant concentration of credit risk.

32. FINANCIAL INSTRUMENTS (CONTINUED)

Financial risk management objectives and policies (continued)

Liquidity risk

The Group's management monitors the Group's cash flow positions on a regular basis to ensure the cash flows of the Group are closely controlled. The Group aims to maintain flexibility in funding by keeping committed credit lines available and issue of new ordinary shares.

As disclosed in Note 23, approximately RMB79,000,000 of the Group's banking borrowings are subject to the fulfilment of covenants. Some of those relating to the Group's financial metrics which are tested periodically, as are commonly found in lending arrangements with financial institutions. If the Group were to breach the covenants the related loans would become payable on demand. The Group did not identify any difficulties complying with the covenants. Information about the covenants for those bank borrowings classified as non-current at the end of the reporting period is set out below:

Borrowings	Carrying amount		Covenants	Timing to comply with the covenants
	2025 **RMB'000**	2024 RMB'000		
Borrowing A	**–**	30,000	(i) Asset-liability ratio shall be less than 65% (ii) Contingent-liability shall be less than 70% of net assets, totally less than RMB350,000,000 (iii) Current ratio shall not be less than 100% (iv) Long term investments shall be less than 60% of total assets	Continuously
Borrowing B	**–**	50,000	(i) Asset-liability ratio shall be less than 65% (ii) Current ratio shall not be less than 100%	Continuously
Borrowing C	**79,000**	79,000	(i) Asset-liability ratio shall be less than 70% (ii) Current ratio shall not less than 50% (iii) Contingent liabilities do not exceed 60% of net assets (iv) Long-term equity investment should not exceed 100% of net assets (v) Remain profitable	Continuously

32. FINANCIAL INSTRUMENTS (CONTINUED)

Financial risk management objectives and policies (continued)

Liquidity risk (continued)

The following table details the Group's remaining contractual maturity for its financial liabilities. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. Specifically, bank loans with a repayment on demand clause are included in the earliest time band regardless of the probability of the banks choosing to exercise their rights. The maturity dates for other non-derivative financial liabilities are based on the agreed repayment dates.

The table includes both interest and principal cash flows.

	Weighted average interest rate per annum	Repayable on demand or less than six months	Seven months to one year	One to five years	Total undiscounted cash flows	Carrying amount
	%	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
At 31 December 2025						
Bank borrowings						
– at variable rate	**2.8**	**4,701**	**119,138**	**62,194**	**186,033**	**179,205**
Trade, bills and other payables	**N/A**	**262,368**	**–**	**–**	**262,368**	**262,368**
		267,069	**119,138**	**62,194**	**448,401**	**441,573**
At 31 December 2024						
Bank borrowings						
– at fixed rate	2.9	100,908	397	30,031	131,336	130,119
– at variable rate	3.1	4,758	103,268	134,766	242,792	230,223
Trade, bills and other payables	N/A	287,781	–	–	287,781	287,781
		393,447	103,665	164,797	661,909	648,123

Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis

Except for the financial assets at FVTPL, the fair value of the Group's financial assets and financial liabilities is determined in accordance with generally accepted pricing models based on discounted cash flow analysis.

The directors of the Company consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in these consolidated financial statements approximate their fair values.

33. CAPITAL COMMITMENTS

	As at 31 December	
	2025	2024
	RMB'000	RMB'000
Capital expenditure contracted but not provided for in respect of acquisition of property, plant and equipment	**–**	20,144

34. RELATED PARTY TRANSACTIONS

Other than the transactions and balances with related parties disclosed elsewhere in the consolidated financial statements, the Group had the following material transactions with its related parties during the year:

	Year ended 31 December	
	2025	2024
	RMB'000	RMB'000
Sales of other materials to an associate	**861**	1,249
Purchases of optical fibre and other materials from an associate	**128,924**	131,407
Purchases of raw materials from the holding company and fellow subsidiaries of the Group's joint venture partner	**22,552**	28,799
Sales of raw materials from the holding company and fellow subsidiaries of the Group's joint venture partner	**813**	–

In addition to the above, the Group's joint venture had the following transactions with Jiangsu Hengtong Light Guide New Materials Company Limited (江蘇亨通光導新材料有限公司) ("**Hengtong Light Guide**", the Group's joint venture partner) and the Group's associate:

a. The joint venture purchased certain optical fibre preforms and raw materials with an aggregate amount of approximately RMB106,338,000 (2024: approximately RMB123,080,000) from Hengtong Light Guide during the year;

b. The joint venture leased certain factory premises from Hengtong Light Guide with an aggregate rental of approximately RMB1,572,000 during the year ended 31 December 2025 (2024: approximately RMB1,572,000); and

c. The joint venture sold optical fibre preforms with an aggregate amount of approximately RMB112,523,000 (2024: approximately RMB133,657,000) to the Group's associate during the year.

The above transactions also constitute connected transactions as defined in Chapter 14A of the Listing Rules and are conducted in accordance with the terms of the relevant agreements.

34. RELATED PARTY TRANSACTIONS (CONTINUED)

Besides, the remuneration of the directors of the Company and other members of key management during the year were as follows:

	Year ended 31 December	
	2025	2024
	RMB'000	RMB'000
Salaries, wages and allowances	**3,563**	3,784
Retirement benefit scheme contributions	**111**	47
	3,674	3,831

35. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

	Advance from the ultimate holding company	Amount due to a director	Lease liabilities	Bank borrowings	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
At 1 January 2024	654	961	212	310,000	311,827
Cash changes:					
Proceeds from bank borrowings	–	–	–	330,000	330,000
Repayments of bank borrowings	–	–	–	(280,000)	(280,000)
Repayment to a director	–	(600)	–	–	(600)
Payments of lease liabilities	–	–	(212)	–	(212)
Interest on lease liabilities and bank borrowings paid	–	–	(1)	(9,725)	(9,726)
Non-cash changes:					
Interest on bank borrowings recognised	–	–	–	10,067	10,067
Interest on lease liabilities recognised	–	–	1	–	1
At 31 December 2024	**654**	**361**	**–**	**360,342**	**361,357**
Cash changes:					
Proceeds from bank borrowings	**–**	**–**	**–**	**120,000**	**120,000**
Repayments of bank borrowings	**–**	**–**	**–**	**(301,000)**	**(301,000)**
Advance from a director	**–**	**600**	**–**	**–**	**600**
Interest on bank borrowings paid	**–**	**–**	**–**	**(8,246)**	**(8,246)**
Non-cash changes:					
Interest on bank borrowings recognised	**–**	**–**	**–**	**8,109**	**8,109**
At 31 December 2025	**654**	**961**	**–**	**179,205**	**180,820**

36. GENERAL INFORMATION OF THE COMPANY'S SUBSIDIARIES

Details of the Company's principal subsidiaries at 31 December 2025 and 2024 are set out as follows:

Name of subsidiary	Place of incorporation/ establishment and place of operation	Issued and fully paid capital/ registered capital	Shareholding/equity interest attributable to the Company as at 31 December		Principal activities
			2025	2024	
Directly held:					
Century Planet	BVI	Ordinary share capital of US$1	**100%**	100%	Investment holding
Indirectly held:					
Nanfang Communication Group Limited	Hong Kong	Ordinary share capital of HK$10,000	**100%**	100%	Investment holding and sales of optical fibre and related products
MacroSmart#	The PRC	Paid-up registered capital of US$49,000,000	**100%**	100%	Investment holding
Nanfang Communication*	The PRC	Paid-up registered capital of RMB150,000,000	**100%**	100%	Manufacturing and sales of optical fibre cables and optical distribution network devices
Yingke*	The PRC	Paid-up registered capital of RMB70,000,000	**100%**	100%	Manufacturing and sales of optical fibre cables and optical distribution network devices
Gold Image	BVI	Ordinary share capital of US$10,000	**100%**	100%	Investment holding
Pacific Smart	BVI	Ordinary share capital of US$1	**100%**	100%	Investment holding
Jiangsu Nanfang Information Technology Company Limited#	The PRC	Paid-up registered capital of RMB172,106,800	**100%**	100%	Manufacturing and sales of optical fibre cables and optical distribution network devices as well as processing and sale of prepainted steel sheet

This company is a wholly foreign owned enterprise established in the PRC.

* These companies are wholly domestic owned enterprises established in the PRC.

The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

None of the subsidiaries has issued any debt securities at the end of the year.

37. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY

	As at 31 December	
	2025	2024
	RMB'000	RMB'000
NON-CURRENT ASSETS		
Investment in a subsidiary	**185,556**	185,556
	185,556	185,556
CURRENT ASSETS		
Other receivables	**221**	221
Due from subsidiaries	**77,871**	169,938
Bank balances and cash	**3,361**	2,056
	81,453	172,215
CURRENT LIABILITIES		
Other payables	**950**	950
Bank borrowings	**–**	100,092
	950	101,042
NET CURRENT ASSETS	**80,503**	71,173
TOTAL ASSETS LESS CURRENT LIABILITIES	**266,059**	256,729
CAPITAL AND RESERVES		
Share capital	**1,418**	1,418
Reserves	**264,641**	255,311
TOTAL EQUITY	**266,059**	256,729

37. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY (CONTINUED)

Movements of the Company's reserves

	Share premium	Accumulated losses	Total
	RMB'000	RMB'000	RMB'000
As 1 January 2024	298,677	(34,946)	263,731
Loss and total comprehensive expense for the year	–	(8,420)	(8,420)
At 31 December 2024	298,677	(43,366)	255,311
Profit and total comprehensive income for the year	–	9,330	9,330
At 31 December 2025	**298,677**	**(34,036)**	**264,641**